

PEARSON

PEARSON PLC

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28 April 2006

RNS  
The London Stock Exchange  
Old Broad Street  
London  
EC2N 1HP

AVS No: 247328

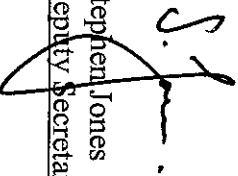
Dear Sirs

**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 28 April 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 30,567,323 shares, now represents 3.8% 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

  
Stephen Jones  
Deputy Secretary

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

198/90/1

Date: 26 April 2006

**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, Inc., Capital International S.A., 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 (804,498,954 shares outstanding)

Number of shares in which the Companies have an interest:

30,567,323

Name(s) of registered holder(s):

See Schedule B

As of 26 April 2006

**Pearson plc****Number of  
Shares Outstanding****30,567,323 3.800%****The Capital Group Companies, Inc. ("CG") holdings****Holdings by CG Management Companies and Funds:**

• Capital Guardian Trust Company	13,969,571	1.736%
• Capital International Limited	6,944,455	0.863%
• Capital International S.A.	2,098,468	0.261%
• Capital International, Inc.	480,557	0.060%
• Capital Research and Management Company	7,074,272	0.879%

Schedule A

**Schedule of holdings in Pearson plc  
As of 26 April 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 UK	1,610,758
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY UK	637,978
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS UK	149,100
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia Australia	1,300
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD UK	6,357,527
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE UK	243,935
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	1,113,910
Cede & Co. 55 Water Street New York, NY 10006	104,700

Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH UK	524,000
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT UK	13,200
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	17,893
Northtrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	2,194,389
MSS Nominees Limited Midland Bank plc Mariner House, Peppys London EC3N 4DA	22,600
State Street Bank & Trust Co.	2,300
Citibank NA Toronto	21,500
Mellon Bank N.A. London Branch London United Kingdom	76,800
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	15,400

Mellon Nominees (UK) Limited  
150 Buchanan Street  
Glasgow G1 2DY  
United Kingdom

389,114

HSBC  
2 Leboh Ampang  
50100 Kuala Lumpur, Malaysia

17,400

JP Morgan Chase Bank

555,767

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**TOTAL**

**13,969,571**

**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 UK	189,262
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY UK	1,090,981
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS UK	874,938
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD UK	1,587,229
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom	86,500
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH UK	98,200
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT UK	70,500
Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK	86,900

Northtrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	729,795
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	70,700
State Street Bank & Trust Co.	403,810
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street London EC2R 8AZ	39,800
Citibank NA Toronto	18,800
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	65,400
Chase Manhattan Nominee Ltd. Australia	65,100
HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA	407,200
Mellon Bank N.A. London Branch London United Kingdom	74,300



Northern Trust AVFC  
South Africa

81,049

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

62,725

Bank One London

125,900

HSBC  
2 Leboh Ampang  
50100 Kuala Lumpur, Malaysia

5,100

JP Morgan Chase Bank

72,900

Raiffeisen Zentral Bank  
AM Stadtpark 9  
1030 Vienna  
Austria

468,600

Fortis Bank

14,900

Metzler Seel Sohn & Co.

50,600

Nordea Bank  
DNK  
Copenhagen V  
DK 1785

82,066

Bayerische Hypo Und Vereinsbank AG

21,200

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**TOTAL**

**6,944,455**

**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 UK	16,036
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY UK	4,800
Chase Nominees Limited Woodgate House Coleman Street London EC2P 2HD UK	416,061
Midland Bank plc 5 Laurence Pountney Hill EC4R 0E, United Kingdom	59,300
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT UK	12,800
Pictet & Cie, Geneva	44,955
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	13,800
Morgan Stanley	13,300

J.P. Morgan

1,057,983

State Street Bank &amp; Trust Co.

25,852

Lloyds Bank  
Central Settlement Section  
Branches Stock Office  
34 Threadneedle Street  
London EC2R 8AZ

18,800

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

248,300

Lombard Odier Et Cie, Geneva  
Geneva, Switzerland

135,981

Mezlier Seel Sohn &amp; Co.

16,700

Credit Suisse, Zurich  
Uetliberstrasse 231  
Postfach 800  
8070 Zurich

13,800

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**TOTAL****2,098,468**

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 UK	28,000
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY UK	84,300
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	17,100
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH UK	7,700
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	153,557
State Street Bank & Trust Co.	163,100
HSBC Bank plc Securities Services, Mariner House Peeps Street London EC3N 4DA	26,800
<b>TOTAL</b>	<b>480,557</b>

**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 UK	750,000
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD UK	6,324,272
<b>TOTAL</b>	<b>7,074,272</b>