

**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> PEARSON PLC | 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) BOTH (i) AND (ii) |
| 3. | Name of <i>person discharging managerial responsibilities/director</i> DAVID BELL | 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 ¹ N/A | 6. | Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i> N/A |
| 7. | Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them N/A | 8. | State the nature of the transaction N/A |
| 9. | Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired N/A | 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) N/A |

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| 11. | Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A | 12. | Percentage of issued <i>class</i> disposed (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A |
| 13. | Price per <i>share</i> or value of transaction N/A | 14. | Date and place of transaction N/A |
| 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) N/A | 16. | Date issuer informed of transaction N/A |

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

| | | | |
|-----|---|-----|---|
| 17. | Date of grant 9 MAY 2003 | 18. | Period during which or date on which it can be exercised 1 AUGUST 2006 – 31 JANUARY 2007 |
| 19. | Total amount paid (if any) for grant of the option Nil | 20. | Description of <i>shares</i> or debentures involved (<i>class</i> and number) ORDINARY SHARES OF 25P EACH |
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise £4.248 | 22. | Total number of <i>shares</i> or debentures over which options held following notification 444 |
| 23. | Any additional information N/A | 24. | Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256. |

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

JENNIFER BURTON

ASSISTANT COMPANY SECRETARY

Date of notification 2 AUGUST 2006

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- (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.

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| 1. | Name of the <i>issuer</i> PEARSON PLC | 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 (iv) both (i) and (ii) BOTH (i) AND (ii) |
| 3. | Name of <i>person discharging managerial responsibilities/director</i> PATRICK CESCAU | 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 ¹ HOLDING | 6. | Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i> ORDINARY SHARES OF 25P EACH |
| 7. | Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them PATRICK CESCAU | 8. | State the nature of the transaction SHARE PURCHASE |
| 9. | Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired 2758 | 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) 0.000343% |

| | | | |
|-----|---|-----|---|
| 11. | Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A | 12. | Percentage of issued <i>class</i> disposed (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A |
| 13. | Price per <i>share</i> or value of transaction £7.25 | 14. | Date and place of transaction 1 AUGUST 2006 LONDON |
| 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) 2758 0.000343% | 16. | Date issuer informed of transaction 1 AUGUST 2006 |

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

| | | | |
|-----|--|-----|---|
| 17. | Date of grant N/A | 18. | Period during which or date on which it can be exercised N/A |
| 19. | Total amount paid (if any) for grant of the option N/A | 20. | Description of <i>shares</i> or debentures involved (<i>class</i> and number) N/A |
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise N/A | 22. | Total number of <i>shares</i> or debentures over which options held following notification N/A |
| 23. | Any additional information N/A | 24. | Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256. |

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

JENNIFER BURTON

ASSISTANT COMPANY SECRETARY

Date of notification 2 AUGUST 2006