

**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> JOHN MAKINSON	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 JOHN MAKINSON	8.	State the nature of the transaction EXERCISE OF EXECUTIVE SHARE OPTIONS
9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired 36,736	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) 0.00456%

11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed 36,736	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) 0.00456%
13.	Price per <i>share</i> or value of transaction £5.84 EXERCISE PRICE £7.255 DISPOSAL PRICE	14.	Date and place of transaction 2 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) 160,987 0.01999%	16.	Date issuer informed of transaction 2 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 3 AUGUST 2006

