

PEARSON PLC
(the “Company”)

Annual Bonus Share Matching Plan (the “Plan”)

On 16 April 2009, participants became entitled to ordinary shares in the Company (“Shares”) on maturity of their right to “matching shares” under the rules of the Plan (the “Rules”). Under the Plan, participants who invest their after-tax bonus in shares become entitled, without payment, to “matching shares” on a one-for-one basis if a corporate performance target is met over a five year period. In relation to awards made on 16 April 2004, the five year performance target was met in 2009. Accordingly, under the Rules, participants are now entitled to matching shares on a one-for-one basis.

The Rules require that sufficient shares are sold to discharge the PAYE income tax liability on the shares released. In consequence, the shares set out in the second column below were sold on 16 April 2009 at a price of £6.705 per share, leaving the after-tax number of shares set out in the final column below:-

Name of Director	Number of Shares Sold	Number of Shares Retained
David Bell	1847	2656
Rona Fairhead	2110	3036

As a result, the executive directors named below are interested in the following shares (excluding shares to which they may become entitled, subject to satisfaction of any relevant conditions, under the Company’s employee share schemes):-

Name of Director	Number of Shares	% of Issued Share Capital
David Bell	253,004	0.03124 %
Rona Fairhead	212,295	0.02621 %