

## FORM 8 (OPD)

### PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER Rules 8.1 and 8.2 of the Takeover Code (the "Code")

#### 1. KEY INFORMATION

- (a) Identity of the party to the offer making the disclosure: Pearson plc
- (b) Owner or controller of interests and short positions disclosed, if different from 1(a): n/a
- (c) Name of offeror/offeree in relation to whose relevant securities this form relates: Melorio plc
- (d) Is the party to the offer making the disclosure the offeror or the offeree? OFFEROR
- (e) Date position held: 24th May 2010
- (f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer? No

#### 2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	10p ordinary shares		Short positions	
	Interests Number	%	Number	%
(1) Relevant securities owned and/or controlled:	4,683,335	11.88		
(2) Derivatives (other than options):				
(3) Options and agreements to purchase/sell:				
<b>TOTAL:</b>	<b>4,683,335</b>	<b>11.88</b>		

The Melorio relevant securities now owned and/or controlled by Pearson include the 3,802,710 Melorio Shares in respect of which Schroders had granted and irrevocable undertaking and call option to Pearson. Pearson exercised the option on around 3 p.m. on 21 May 2010 after the Offer Document was posted and after the Offer had been made. At the same time, Pearson acquired a further 880,625 Melorio Shares from Schroders.

Class of relevant security:	Offeree warrants		Short positions	
	Interests Number	%	Number	%

(1) Relevant securities owned and/or controlled:		
(2) Derivatives (other than options):		
(3) Options and agreements to purchase/sell:	3,459,500	100%
<b>TOTAL:</b>	<b>3,459,500</b>	<b>100%</b>

**(b) Rights to subscribe for new securities**

**Class of relevant security in relation to which subscription right exists:  
Details, including nature of the rights concerned and relevant percentages:**

**(c) Irrevocable commitments and letters of intent**

**Details of any irrevocable commitments or letters of intent procured by the party to the offer making the disclosure or any person acting in concert with it (see Note 3 on Rule 2.11 of the Code):**

**Directors' Irrevocable Undertakings**

Pearson has received irrevocable undertakings from the directors of Melorio to accept the Offer (or procure that the Offer be accepted) in respect of their entire beneficial holdings of Melorio Shares, amounting in aggregate to 2,658,220 Melorio Shares, representing approximately 6.7 per cent. of Melorio's existing issued share capital. The directors who have given irrevocable undertakings are as follows:

	<b>Number of Melorio Shares</b>	<b>Per cent. of issued share capital</b>
Hugh Aldous	280,000	0.71 per cent.
George Anderson	1,726,470	4.38 per cent.
Adrian Carey	218,000	0.55 per cent.
Bob Fryer	4,500	0.01 per cent.
Alex Sheffield	273,000	0.69 per cent.
Helen Smith	156,250	0.40 per cent.
<b>Total</b>	<b>2,658,220</b>	<b>6.74 per cent.</b>

Such directors have also undertaken that if, following this announcement, the Acquisition is implemented by means of a scheme of arrangement (within the meaning of Part 26 of the Act) instead of by way of the Offer, they will vote in favour of such Scheme in respect of their Melorio Shares. The undertakings shall only lapse if the Offer Document has not been published within 28 days of the date of this announcement (or such later time as may be agreed between Pearson and Melorio with the consent of the Panel and the relevant director); if Pearson announces, with

the consent of the Panel, that it does not intend to make or proceed with the Acquisition, and no new, revised or replacement Offer or Scheme is announced at the same time; or if the Offer, lapses or is withdrawn without becoming unconditional in all respects and no new, revised or replacement offer has been announced in its place or is announced at the same time.

### **Other Melorio Shareholders Irrevocable Undertakings**

Pearson has also received, and still holds, irrevocable undertakings from certain other Melorio Shareholders in respect of their entire holdings of 13,220,159 Melorio Shares, representing approximately 33.5 per cent. of Melorio's existing issued share capital. The Melorio Shareholders who have given irrevocable undertakings are as follows:

	<b>Number of Melorio Shares</b>	<b>Per cent. of issued share capital</b>
Marwyn Investment Management LLP ("Marwyn")	9,000,000	22.83 per cent.
Gartmore Investment Limited ("Gartmore")	2,744,511	6.96 per cent.
Sandra Anderson	1,420,589	3.60 per cent.
Keith Sheffield	27,854	0.07 per cent.
Marion Sheffield	27,211	0.07 per cent.
<b>Total</b>	<b>13,220,159</b>	<b>33.54 per cent.</b>

The undertaking given by Marwyn will lapse if Pearson announces, with the consent of the Panel, that it does not intend to make or proceed with the Acquisition, and no new, revised or replacement Offer or Scheme is announced at the same time; or if the Offer or Scheme lapses or is withdrawn without becoming unconditional in all respects and no new, revised or replacement offer or scheme has been announced in its place or is announced at the same time.

The undertakings given by Gartmore will lapse in the same circumstances described above in relation to the irrevocable undertaking from Marwyn, or if a third party announces a proposal to acquire the entire issued and to be issued share capital of Melorio, such proposal provides for consideration of no less value than 259 pence per Melorio Share and Pearson does not increase the consideration to be paid for the Melorio Shares pursuant to the Acquisition to an amount not less than 259 pence per Melorio Share within five days of the date of the competing announcement.

The undertakings from Sandra Anderson, Keith Sheffield and Marion Sheffield will lapse in the same circumstances described above in relation to irrevocable undertakings from the directors of Melorio. Accordingly, Pearson has received irrevocable undertakings on the terms set out above in respect of an aggregate of

15,878,379 Melorio Shares representing, in aggregate, approximately 40.3 per cent. of Melorio's existing issued ordinary share capital.

### **3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe of any person acting in concert with the party to the offer making the disclosure:**

None

### **4. OTHER INFORMATION**

#### **(a) Indemnity and other dealing arrangements**

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

None

#### **(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or**
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

None

#### **(c) Attachments**

**Are any Supplemental Forms attached?**

**Supplemental Form 8 (Open Positions) Yes**

**Supplemental Form 8 (SBL) No**

**Date of disclosure: 24 May 2010**

**Contact name: Ian Momburu, Lazard & Co, Ltd**

**Telephone number: +44 (0)20 7187 2682**

Note that defined terms in this form have the same meaning as in the announcement of Pearson's recommended cash offer for Melorio on 19 May 2010

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).