

**Pearson plc  
(the "Company")**

**Notification of Directors' Interests**

**Annual Bonus Share Matching Plan ("ABSMP")**

On 15 May 2012, participants became entitled to ordinary shares in the Company under the rules of the Annual Bonus Share Matching Plan, granted in 2009 (the "Plan"). Under the Plan, participants who invest their after-tax bonus in shares become entitled to "matching shares" on a one-for-one basis if a three-year corporate performance target is met.

The ABSMP rules require that sufficient shares are sold to discharge the PAYE income tax liability on the shares released. The shares set out in the third column below were sold on 15 May 2012 at a price of £11.5419 per share, leaving the after-tax number of shares set out in the final column below.

<b>Name of Director</b>	<b>Shares released</b>	<b>Shares sold to discharge tax liabilities</b>	<b>Shares/ADRs retained</b>
Robin Freestone	39,558	20,571	18,987
Will Ethridge	125,568	58,202	67,366

**Interests of the directors**

As a result of the above transactions, the executive directors are interested in the following shares/ADRs (excluding shares/ADRs to which they are notionally entitled or may become entitled, subject to the satisfaction of any relevant conditions, under the Company's employee share plans):

<b>Name of Director</b>	<b>Number of Shares/ADRs</b>	<b>% of Capital</b>
Robin Freestone	386,636	0.04738%
Will Ethridge	484,124	0.05933%

This notification is made in accordance with DTR 3.1.4R.