

**Pearson plc – (the “Company”)  
Notification of Directors’ Interests**

**Annual Bonus Share Matching Plan (“ABSMP”)**

On 22 May 2012, participants became entitled to ordinary shares in the Company under the rules of the Annual Bonus Share Matching Plan, granted in 2007 (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 22 May 2012 at a price of £11.431 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	5,824	3,029	2,795
Will Ethridge	3,103	1,439	1,664
Marjorie Scardino	74,576	36,558	38,018

**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	389,431	0.048%
Will Ethridge	485,788	0.060%
Marjorie Scardino	1,519,783	0.186%

This notification is made in accordance with DTR 3.1.4R