

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

Long-Term Incentive Plan (“LTIP”) – 2012 Release

In 2001, the Company established the Pearson Long Term Incentive Plan (the “LTIP”). Its purpose is to link management’s long-term reward with Pearson’s financial performance and returns to shareholders. The renewal of the plan was approved by shareholders at the annual general meeting in 2011.

Since 2006, the annual LTIP awards have been based around three performance measures: relative total shareholder return, return on invested capital and earnings per share growth.

Restricted Share Awards Granted in 2009

Under the terms of the LTIP, three-quarters of any shares that vest are released to participants three years after an award is granted. The remaining quarter is released two years later, providing that the executive has retained the released shares and is still employed by the Company.

The following table sets out the number of shares released to directors on 3 April 2012 under the 2009 LTIP awards. The LTIP 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 3 April 2012 at a price of 1186.0p per share, leaving the after-tax number of shares set out in the final column below.

Name of Director	Shares released	Shares sold to discharge tax liabilities	Shares retained
Will Ethridge	102,124	43,352	58,772
Rona Fairhead	87,536	45,519	42,017
Robin Freestone	87,536	45,519	42,017
John Makinson	87,536	45,519	42,017
Marjorie Scardino	262,606	127,863	134,743

Interests of the Directors

As a result of the above transactions, the executive directors are interested in the following shares (excluding shares 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):

Name of Director	Number of shares	% of Capital
Will Ethridge	414,067	0.0508%
Rona Fairhead	467,040	0.0573%
Robin Freestone	350,748	0.4300%
John Makinson	480,684	0.0589%
Marjorie Scardino	1,481,361	0.1816%