

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

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

On 21 May 2013, participants became entitled to ordinary shares in the Company under the rules of the Annual Bonus Share Matching 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 second column below were sold on 21 May 2013 at a price of £12.3028 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 retained</b>
Robin Freestone	29,657	13,939	15,718
Will Ethridge	7,511	3,549	3,962
John Fallon	7,887	3,707	4,180

**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):

<b>Name of Director</b>	<b>Number of Shares</b>	<b>% of Capital</b>
Robin Freestone	472,682	0.05782%
Will Ethridge	562,798	0.06884%
John Fallon	262,569	0.03212%

This notification is made in accordance with DTR 3.1.2R and LR 9.8.6R(1)