

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

**Long-Term Incentive Plan (“LTIP”) – 2013 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. 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 2008**

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 4 March 2013 under the 2008 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 4 March at an average price of 1171.6p 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>
Will Ethridge	45,703	17,025	28,678
Rona Fairhead	38,085	19,805	18,280
John Fallon	30,469	15,844	14,625
Robin Freestone	38,085	19,805	18,280
John Makinson	38,085	19,805	18,280

**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>
Will Ethridge	534,313	0.06536
Rona Fairhead	458,802	0.05612
John Fallon	233,171	0.02852
Robin Freestone	427,094	0.05225
John Makinson	528,493	0.06465