

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING  
MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS**

All relevant boxes should be completed in block capital letters.

|     |   |     |  |
|-----|---|-----|--|
| 1.  | Name of the issuer<br><br><b>PEARSON PLC</b>  | 2.  | State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2R; (ii) a disclosure made in accordance with LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act 2006.<br><br><b>BOTH (i) AND (ii)</b> |
| 3.  | Name of person discharging managerial responsibilities/director<br><br><b>JOHN FALLON<br/>ROBIN FREESTONE<br/>ALBERT HITCHCOCK<br/>RODERICK BRISTOW</b>   | 4.  | State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person<br><br>N/A  |
| 5.  | Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest<br><br><b>NOTIFICATION RELATES TO THE PERSONS NAMED IN 3 ABOVE</b>  | 6.  | Description of shares (including class), debentures or derivatives or financial instruments relating to shares<br><br><b>ORDINARY SHARES OF 25P EACH</b>   |
| 7.  | Name of registered shareholder(s) and, if more than one, the number of shares held by each of them<br><br><b>JOHN FALLON – 282,147<br/>ROBIN FREESTONE –495,288<br/>ALBERT HITCHCOCK - 0<br/>RODERICK BRISTOW – 70,846</b>                                    | 8.  | State the nature of the transaction<br><br><b>AWARD OF OPTIONS UNDER THE COMPANY’S WORLDWIDE SAVE FOR SHARES PLAN</b>  |
| 9.  | Number of shares, debentures or financial instruments relating to shares acquired<br><br><b>(THE NUMBER OF OPTIONS TO BE GRANTED)</b><br><br><b>JOHN FALLON - 1,109<br/>ROBIN FREESTONE - 1,109<br/>ALBERT HITCHCOCK - 2,218<br/>RODERICK BRISTOW - 3,698</b> | 10. | Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)<br><br>N/A  |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed   | 12. | Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating   |

|     |  |     |  |
|-----|--|-----|--|
|     | N/A  |     | percentage)<br>N/A                         |
| 13. | Price per share or value of transaction<br>N/A   | 14. | Date and place of transaction<br>N/A       |
| 15. | Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)<br>N/A | 16. | Date issuer informed of transaction<br>N/A |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

|     |   |     |   |
|-----|---|-----|---|
| 17. | Date of grant<br><b>30 APRIL 2014</b>   | 18. | Period during which or date on which it can be exercised<br><b>JOHN FALLON – 3 YEAR<br/>ROBIN FREESTONE – 3 YEAR<br/>ALBERT HITCHCOCK – 3 YEAR<br/>RODERICK BRISTOW – 5 YEAR</b>                        |
| 19. | Total amount paid (if any) for grant of the option<br><b>NIL</b>  | 20. | Description of shares or debentures involved (class and number)<br><b>OPTIONS OVER ORDINARY<br/>SHARES OF 25P EACH</b>  |
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise<br><b>£8.112</b> | 22. | Total number of shares or debentures over which options held following notification<br><b>JOHN FALLON - 3,039<br/>ROBIN FREESTONE - 2,009<br/>ALBERT HITCHCOCK - 2,218<br/>RODERICK BRISTOW - 3,698</b> |

|     |                                   |     |  |
|-----|-----------------------------------|-----|--|
| 23. | Any additional information<br>N/A | 24. | Name of contact and telephone number for queries:<br><b>DIANE FRIEND 020 7010 2256</b> |
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Name of duly authorised officer of issuer responsible for making notification  
**DIANE FRIEND, COMPANY SECRETARY ASSISTANT**

Date of notification: **6 MAY 2014**

Notes: This form is intended for use by an issuer to make a RIS notification required by DTR 3.14.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.