

**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  <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.  <b>BOTH (i) AND (ii)</b>
3.	Name of person discharging managerial responsibilities/director  <b>PHILIP HOFFMAN</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  <b>N/A</b>
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 <sup>1</sup>  <b>HOLDING</b>	6.	Description of shares (including class), debentures or derivatives or financial instruments relating to shares  <b>AMERICAN DEPOSITARY RECEIPTS (ADRs)</b>
7.	Name of registered shareholder(s) and, if more than one, the number of shares held by each of them  <b>PHILIP HOFFMAN</b>	8.	State the nature of the transaction  <b>SALE</b>
9.	Number of shares, debentures or financial instruments relating to shares acquired  <b>N/A</b>	10.	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)  <b>N/A</b>
11.	Number of shares, debentures or financial instruments relating to shares disposed  <b>35,961 ADRs</b>	12.	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)  <b>0.00439%</b>
13.	Price per share or value of transaction  <b>\$19.80 PER ADR</b>	14.	Date and place of transaction  <b>23 SEPTEMBER 2014 - USA</b>

15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)  <b>70,109      0.00855%</b>	16.	Date issuer informed of transaction  <b>24 SEPTEMBER 2014</b>
-----	--	-----	---

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

17.	Date of grant <b>N/A</b>	18.	Period during which or date on which it can be exercised <b>N/A</b>
19.	Total amount paid (if any) for grant of the option <b>N/A</b>	20.	Description of shares or debentures involved (class and number) <b>N/A</b>
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise <b>N/A</b>	22.	Total number of shares or debentures over which options held following notification <b>N/A</b>

23.	Any additional information <b>N/A</b>	24.	Name of contact and telephone number for queries: <b>NATALIE DALE – 020 7010 2261</b>
-----	--	-----	--

Name of duly authorised officer of issuer responsible for making notification <b>NATALIE DALE, ASSISTANT COMPANY SECRETARY</b>	
Date of notification: <b>24 SEPTEMBER 2014</b>	

Notes: This form is intended for use by an issuer to make a RIS notification required by DTR 3.1.4.

- (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.