

Pearson plc – (the “Company”)

Notification of PDMR Interests

Long-Term Incentive Plan (“LTIP”) – 2016 Time-Vesting 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.

Under the terms of the LTIP Time-Vesting Plan, all shares are released to participants on the vesting date, providing that the participant is still employed by the Company.

The following table sets out the number of shares released to a Person Discharging Managerial Responsibility (PDMR) on 1 August 2016 and notified to the Company on 1 August 2016. The LTIP rules require that sufficient shares are sold to discharge the tax liability arising on the shares released. The shares set out in the third column below were sold on 1 August 2016 at the price shown, with the number of American Depositary Receipts (ADRs) set out in the fifth column below being allotted to and retained by the PDMR.

Name of PDMR	Shares Released	Shares sold to discharge tax liabilities	Sale price per share (£)	ADRs Retained
Bob Whelan	18,384	6,199	8.583	12,185

The following notifications, made in accordance with the requirements of the EU Market Abuse Regulation, give further detail.

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name	Bob Whelan
2	Reason for the notification	
a)	Position/status	President, Assessments
b)	Initial notification /Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Pearson plc
b)	LEI	2138004JBXWWJKIURC57
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	

a)	Description of the financial instrument, type of instrument Identification code	Ordinary shares of 25 pence each in Pearson plc ISIN: GB0006776081	
b)	Nature of the transaction	Sale of shares to cover tax liabilities arising from vesting of Long-Term Incentive Plan award	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		Sale price: £8.583 per share	6,199
d)	Aggregated information - Aggregated volume - Price	Aggregated volume: 6,199 shares Aggregated price: £53,206.01	
e)	Date of the transaction	1 August 2016	
f)	Place of the transaction	London Stock Exchange (XLON)	

4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	American Depositary Receipts (ADRs) in Pearson plc (each ADR represents one ordinary share of 25 pence in Pearson plc) ISIN: US7050151056	
b)	Nature of the transaction	Allotment of ADRs following release of Long-Term Incentive Plan award	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		n/a	12,185
d)	Aggregated information - Aggregated volume - Price	Aggregated volume: 12,185 shares Aggregated price: n/a	
e)	Date of the transaction	1 August 2016	
f)	Place of the transaction	New York Stock Exchange (XNYS)	