

## TR-1: Standard form for notification of major holdings

**NOTIFICATION OF MAJOR HOLDINGS** (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)

<b>1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached<sup>ii</sup>:</b>		PEARSON PLC		
<b>1b. Please indicate if the issuer is a non-UK issuer</b> (please mark with an "X" if appropriate)				
Non-UK issuer				
<b>2. Reason for the notification</b> (please mark the appropriate box or boxes with an "X")				
An acquisition or disposal of voting rights				
An acquisition or disposal of financial instruments				
An event changing the breakdown of voting rights				X
Other (please specify) <sup>iii</sup>				
<b>3. Details of person subject to the notification obligation<sup>iv</sup></b>				
Name		The Goldman Sachs Group, Inc.		
City and country of registered office (if applicable)		Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, USA		
<b>4. Full name of shareholder(s)</b> (if different from 3.) <sup>v</sup>				
Name		Goldman Sachs International		
City and country of registered office (if applicable)		Peterborough Court, 133 Fleet Street, London EC4A 2BB, UK		
<b>5. Date on which the threshold was crossed or reached<sup>vi</sup>:</b>		19/03/2019		
<b>6. Date on which issuer notified (DD/MM/YYYY):</b>		21/03/2019		
<b>7. Total positions of person(s) subject to the notification obligation</b>				
	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	0.78%	6.997%	7.78%	781,412,694
Position of previous notification (if applicable)	0.64%	7.06%	7.70%	

**8. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>**

<b>A: Voting rights attached to shares</b>				
Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB0006776081		5,799,516		0.74%
US7050151056		284,011		0.04%
<b>SUBTOTAL 8. A</b>	6,083,527		0.78%	

<b>B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))</b>				
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Lending	Open		9,472,380	1.21%
Put Option	18/04/2019		1,750,000	0.22%
		<b>SUBTOTAL 8. B 1</b>	11,222,380	1.44%

<b>B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))</b>					
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
Refer to Annex-ure					
			<b>SUBTOTAL 8.B.2</b>	43,450,567	5.56%

<b>9. Information in relation to the person subject to the notification obligation</b> (please mark the applicable box with an "X")	
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer <sup>xiii</sup>	
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity <sup>xiv</sup> (please add additional rows as necessary)	X

<b>Name<sup>xv</sup></b>	<b>% of voting rights if it equals or is higher than the notifiable threshold</b>	<b>% of voting rights through financial instruments if it equals or is higher than the notifiable threshold</b>	<b>Total of both if it equals or is higher than the notifiable threshold</b>
The Goldman Sachs Group, Inc.			
Goldman Sachs (UK) L.L.C.			
Goldman Sachs Group UK Limited			
Goldman Sachs International		5.82%	6.09%
The Goldman Sachs Group, Inc.			
Goldman Sachs & Co. LLC			
The Goldman Sachs Group, Inc.			
GSAM Holdings LLC			
Goldman Sachs Asset Management, L.P.			
Goldman Sachs Asset Management International Holdings L.L.C.			
Goldman Sachs Asset Management Co., Ltd.			
The Goldman Sachs Group, Inc.			
GSAM Holdings LLC			
Goldman Sachs Asset Management, L.P.			

<b>10. In case of proxy voting, please identify:</b>	
Name of the proxy holder	N/A
The number and % of voting rights held	N/A
The date until which the voting rights will be held	N/A

**11. Additional information<sup>xvi</sup>**

Please note, total amount of voting rights have been rounded to 2 decimal places therefore there is a possibility of a rounding error.

General email contact:

[gs-regops-emea-position-enquiries@gs.com](mailto:gs-regops-emea-position-enquiries@gs.com)

<b>Place of completion</b>	London
<b>Date of completion</b>	21/03/2019

Natalie White  
Deputy Company Secretary  
Pearson plc

22 March 2019

**Annexure**

**B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))**

<b>Type of financial instrument</b>	<b>Expiration date<sup>x</sup></b>	<b>Exercise/Conversion period<sup>xi</sup></b>	<b>Physical or cash settlement<sup>xii</sup></b>	<b>Number of voting rights</b>	<b>% of voting rights</b>
CFD	10/12/2025		Cash	3,000,148	0.38%
CFD	15/09/2028		Cash	2,949,232	0.38%
CFD	20/10/2027		Cash	1,846,611	0.24%
CFD	23/09/2020		Cash	1,834,093	0.23%
CFD	23/02/2024		Cash	1,800,000	0.23%
CFD	04/12/2023		Cash	1,561,912	0.20%
CFD	21/02/2024		Cash	1,300,000	0.17%
CFD	19/03/2029		Cash	1,293,017	0.17%
CFD	07/02/2024		Cash	1,240,000	0.16%
CFD	21/02/2024		Cash	1,100,000	0.14%
Swap	28/07/2021		Cash	1,050,699	0.13%
CFD	14/02/2024		Cash	970,000	0.12%
CFD	17/07/2020		Cash	933,031	0.12%
CFD	12/02/2024		Cash	865,494	0.11%
CFD	26/01/2024		Cash	865,000	0.11%
CFD	26/02/2024		Cash	860,000	0.11%
CFD	22/02/2024		Cash	800,000	0.10%
Swap	28/07/2021		Cash	757,148	0.10%
CFD	29/01/2024		Cash	663,999	0.08%
CFD	07/03/2029		Cash	559,432	0.07%
CFD	31/01/2029		Cash	445,560	0.06%

CFD	06/12/2028		Cash	440,459	0.06%
CFD	14/02/2024		Cash	419,554	0.05%
CFD	19/03/2029		Cash	406,983	0.05%
CFD	09/02/2024		Cash	406,520	0.05%
CFD	12/07/2023		Cash	393,923	0.05%
CFD	09/09/2021		Cash	384,939	0.05%
CFD	20/10/2027		Cash	378,633	0.05%
CFD	20/10/2027		Cash	369,444	0.05%
CFD	15/07/2021		Cash	328,703	0.04%
CFD	16/06/2028		Cash	328,703	0.04%
Swap	30/11/2023		Cash	300,000	0.04%
CFD	04/12/2023		Cash	280,939	0.04%
CFD	19/02/2024		Cash	265,000	0.03%
CFD	24/03/2028		Cash	259,000	0.03%
Swap	03/02/2023		Cash	250,801	0.03%
Swap	29/11/2023		Cash	250,000	0.03%
CFD	22/02/2024		Cash	248,352	0.03%
CFD	29/02/2024		Cash	235,463	0.03%
Swap	29/11/2023		Cash	225,000	0.03%
Swap	18/01/2024		Cash	222,460	0.03%
CFD	27/09/2028		Cash	217,594	0.03%
CFD	21/02/2024		Cash	215,238	0.03%
CFD	04/12/2023		Cash	211,680	0.03%
CFD	23/02/2024		Cash	206,960	0.03%
CFD	23/08/2028		Cash	204,000	0.03%

Swap	28/07/2021		Cash	203,317	0.03%
CFD	19/05/2027		Cash	200,012	0.03%
Swap	02/02/2023		Cash	198,606	0.03%
CFD	22/02/2021		Cash	192,056	0.02%
Swap	18/01/2024		Cash	183,004	0.02%
CFD	07/03/2029		Cash	174,649	0.02%
Swap	17/09/2020		Cash	172,831	0.02%
Swap	28/07/2021		Cash	170,231	0.02%
CFD	21/02/2024		Cash	170,178	0.02%
CFD	18/01/2029		Cash	170,000	0.02%
CFD	31/01/2029		Cash	166,473	0.02%
CFD	07/03/2029		Cash	163,291	0.02%
Swap	01/02/2024		Cash	155,100	0.02%
CFD	16/02/2024		Cash	140,912	0.02%
Call Option	04/06/2019		Cash	140,312	0.02%
CFD	31/01/2024		Cash	136,001	0.02%
CFD	17/01/2029		Cash	135,485	0.02%
CFD	22/11/2028		Cash	134,667	0.02%
Swap	28/07/2021		Cash	131,070	0.02%
CFD	28/02/2029		Cash	129,305	0.02%
CFD	02/02/2029		Cash	122,404	0.02%
Swap	03/02/2023		Cash	117,797	0.02%
CFD	25/02/2027		Cash	115,007	0.01%
Swap	22/03/2019		Cash	113,300	0.01%
CFD	19/01/2029		Cash	110,000	0.01%

CFD	09/09/2021		Cash	109,171	0.01%
Swap	18/01/2024		Cash	106,899	0.01%
CFD	04/12/2023		Cash	104,940	0.01%
Swap	18/01/2024		Cash	101,869	0.01%
CFD	31/01/2029		Cash	100,165	0.01%
CFD	18/01/2029		Cash	100,000	0.01%
CFD	12/06/2028		Cash	98,591	0.01%
CFD	07/03/2029		Cash	96,585	0.01%
Swap	02/02/2023		Cash	93,281	0.01%
Swap	29/11/2023		Cash	91,988	0.01%
CFD	07/03/2029		Cash	89,163	0.01%
Swap	21/05/2019		Cash	89,064	0.01%
Call Option	07/06/2019		Cash	89,051	0.01%
Swap	14/06/2023		Cash	86,565	0.01%
CFD	11/08/2023		Cash	86,452	0.01%
CFD	08/02/2024		Cash	86,367	0.01%
Swap	12/07/2023		Cash	84,590	0.01%
Call Option	11/04/2019		Cash	83,043	0.01%
CFD	21/02/2024		Cash	82,784	0.01%
CFD	26/11/2021		Cash	80,948	0.01%
CFD	18/01/2029		Cash	80,000	0.01%
CFD	26/02/2024		Cash	75,108	0.01%
CFD	21/02/2024		Cash	75,051	0.01%
CFD	18/01/2029		Cash	75,000	0.01%
Swap	07/07/2023		Cash	73,094	0.01%



CFD	17/07/2028		Cash	71,500	0.01%
Swap	03/02/2023		Cash	68,758	0.01%
Call Option	28/05/2019		Cash	65,246	0.01%
Swap	29/11/2023		Cash	65,026	0.01%
CFD	02/03/2029		Cash	65,001	0.01%
CFD	28/02/2024		Cash	63,641	0.01%
Swap	18/01/2024		Cash	62,356	0.01%
CFD	04/12/2023		Cash	61,570	0.01%
CFD	16/02/2024		Cash	60,750	0.01%
CFD	09/02/2029		Cash	60,475	0.01%
CFD	19/01/2029		Cash	60,000	0.01%
Swap	18/01/2024		Cash	59,338	0.01%
CFD	05/11/2027		Cash	59,199	0.01%
Swap	15/06/2023		Cash	57,709	0.01%
CFD	04/12/2023		Cash	56,395	0.01%
Swap	05/09/2019		Cash	55,700	0.01%
Swap	02/02/2023		Cash	54,448	0.01%
Swap	05/09/2019		Cash	53,400	0.01%
CFD	21/02/2024		Cash	52,715	0.01%
CFD	19/01/2029		Cash	50,000	0.01%
CFD	01/03/2028		Cash	48,879	0.01%
CFD	28/02/2029		Cash	48,312	0.01%
CFD	02/02/2029		Cash	45,733	0.01%
CFD	25/01/2029		Cash	45,600	0.01%
Swap	01/02/2023		Cash	43,214	0.01%

CFD	07/03/2029		Cash	43,106	0.01%
CFD	09/02/2029		Cash	42,813	0.01%
CFD	28/02/2024		Cash	41,681	0.01%
Swap	14/06/2023		Cash	40,052	0.01%
Swap	08/04/2020		Cash	38,800	0.005%
Swap	12/07/2023		Cash	37,897	0.005%
CFD	17/11/2028		Cash	36,622	0.005%
CFD	28/02/2029		Cash	36,198	0.005%
CFD	21/07/2028		Cash	34,000	0.004%
CFD	29/02/2024		Cash	33,797	0.004%
CFD	25/04/2019		Cash	33,191	0.004%
CFD	02/02/2029		Cash	33,056	0.004%
Swap	07/07/2023		Cash	32,746	0.004%
CFD	17/07/2023		Cash	32,600	0.004%
CFD	14/02/2029		Cash	32,485	0.004%
Swap	12/06/2023		Cash	30,225	0.004%
CFD	25/04/2019		Cash	29,469	0.004%
CFD	14/02/2029		Cash	27,575	0.004%
CFD	01/03/2028		Cash	26,822	0.003%
Swap	15/06/2023		Cash	26,702	0.003%
CFD	28/02/2024		Cash	26,285	0.003%
CFD	06/07/2023		Cash	25,488	0.003%
CFD	21/02/2024		Cash	24,949	0.003%
CFD	26/02/2024		Cash	24,892	0.003%
CFD	18/09/2019		Cash	24,830	0.003%

CFD	25/04/2019		Cash	24,541	0.003%
CFD	02/03/2029		Cash	24,286	0.003%
CFD	26/11/2021		Cash	24,179	0.003%
Swap	17/09/2020		Cash	23,913	0.003%
Swap	14/06/2023		Cash	23,383	0.003%
CFD	15/03/2029		Cash	22,789	0.003%
CFD	09/02/2029		Cash	22,595	0.003%
CFD	14/07/2023		Cash	22,500	0.003%
Swap	12/07/2023		Cash	22,173	0.003%
CFD	31/01/2029		Cash	20,988	0.003%
Swap	01/02/2023		Cash	20,297	0.003%
CFD	17/01/2029		Cash	20,250	0.003%
CFD	16/02/2024		Cash	20,250	0.003%
CFD	25/04/2019		Cash	19,385	0.002%
Swap	07/07/2023		Cash	19,160	0.002%
CFD	04/12/2023		Cash	18,221	0.002%
CFD	23/11/2028		Cash	17,711	0.002%
CFD	21/02/2024		Cash	17,285	0.002%
CFD	09/02/2029		Cash	16,930	0.002%
CFD	02/03/2029		Cash	16,929	0.002%
Swap	28/03/2019		Cash	16,200	0.002%
CFD	20/10/2021		Cash	16,000	0.002%
CFD	09/02/2029		Cash	15,996	0.002%
Swap	30/04/2019		Cash	15,800	0.002%
Swap	04/02/2022		Cash	15,710	0.002%

Swap	15/06/2023		Cash	15,589	0.002%
CFD	11/11/2020		Cash	15,090	0.002%
CFD	15/02/2024		Cash	14,534	0.002%
Swap	31/12/2019		Cash	14,300	0.002%
Swap	12/06/2023		Cash	13,985	0.002%
Swap	04/02/2022		Cash	13,826	0.002%
CFD	28/02/2024		Cash	13,819	0.002%
Swap	04/02/2022		Cash	13,507	0.002%
CFD	19/03/2029		Cash	13,059	0.002%
Swap	22/05/2020		Cash	12,743	0.002%
Swap	03/11/2021		Cash	12,609	0.002%
CFD	09/02/2029		Cash	12,562	0.002%
CFD	14/02/2029		Cash	12,137	0.002%
CFD	09/02/2029		Cash	11,984	0.002%
Swap	01/02/2023		Cash	11,847	0.002%
Swap	18/03/2020		Cash	11,600	0.001%
CFD	28/02/2029		Cash	11,500	0.001%
CFD	25/01/2029		Cash	11,400	0.001%
CFD	29/02/2024		Cash	11,203	0.001%
Swap	31/12/2019		Cash	10,900	0.001%
CFD	28/10/2020		Cash	10,812	0.001%
Swap	06/03/2020		Cash	10,500	0.001%
CFD	14/02/2029		Cash	10,303	0.001%
CFD	14/02/2029		Cash	9,094	0.001%
CFD	28/02/2024		Cash	8,715	0.001%

Swap	12/06/2023		Cash	8,165	0.001%
CFD	31/01/2029		Cash	7,842	0.001%
CFD	14/02/2029		Cash	7,720	0.001%
CFD	19/03/2029		Cash	7,558	0.001%
CFD	07/02/2029		Cash	7,263	0.001%
CFD	14/01/2021		Cash	6,812	0.001%
CFD	01/02/2029		Cash	6,777	0.001%
CFD	24/02/2021		Cash	6,225	0.001%
Swap	16/04/2020		Cash	5,700	0.001%
CFD	14/01/2021		Cash	5,420	0.001%
Call Option	07/05/2019		Cash	5,286	0.001%
CFD	09/02/2029		Cash	5,085	0.001%
CFD	15/12/2027		Cash	5,000	0.001%
CFD	08/03/2028		Cash	5,000	0.001%
CFD	12/05/2028		Cash	5,000	0.001%
Swap	22/05/2020		Cash	4,774	0.001%
CFD	09/02/2029		Cash	4,694	0.001%
CFD	07/03/2029		Cash	4,381	0.001%
CFD	04/02/2022		Cash	4,300	0.001%
Call Option	08/05/2019		Cash	3,689	0.0005%
Swap	03/11/2021		Cash	3,634	0.0005%
CFD	09/02/2029		Cash	3,517	0.0005%
CFD	01/02/2029		Cash	3,500	0.0004%
Swap	22/05/2020		Cash	2,857	0.0004%
Swap	03/11/2021		Cash	2,556	0.0003%

CFD	14/03/2029		Cash	2,500	0.0003%
Swap	04/02/2022		Cash	2,470	0.0003%
CFD	28/10/2020		Cash	2,350	0.0003%
CFD	28/10/2020		Cash	2,350	0.0003%
CFD	21/03/2029		Cash	2,260	0.0003%
Swap	03/11/2021		Cash	2,214	0.0003%
CFD	09/02/2029		Cash	1,900	0.0002%
Swap	22/05/2020		Cash	1,768	0.0002%
CFD	21/03/2029		Cash	1,584	0.0002%
CFD	09/02/2029		Cash	1,424	0.0002%
CFD	09/03/2029		Cash	1,100	0.0001%
Call Option	17/04/2019		Cash	906	0.0001%
CFD	07/03/2029		Cash	700	0.0001%
CFD	09/03/2029		Cash	645	0.0001%
CFD	09/03/2029		Cash	531	0.0001%
CFD	19/03/2029		Cash	500	0.0001%
Call Option	12/04/2019		Cash	489	0.0001%
Swap	22/05/2020		Cash	461	0.0001%
Call Option	07/05/2019		Cash	453	0.0001%
CFD	19/03/2029		Cash	451	0.0001%
Swap	22/05/2020		Cash	419	0.0001%
Call Option	10/04/2019		Cash	419	0.0001%
CFD	09/03/2029		Cash	357	0.00005%
Swap	22/05/2020		Cash	329	0.00004%
Swap	22/05/2020		Cash	323	0.00004%

Call Option	04/04/2019		Cash	278	0.00004%
CFD	09/03/2029		Cash	258	0.00003%
Call Option	09/04/2019		Cash	184	0.00002%
CFD	16/03/2029		Cash	150	0.00002%
CFD	12/03/2029		Cash	100	0.00001%
Call Option	08/04/2019		Cash	54	0.00001%
Call Option	16/04/2019		Cash	50	0.00001%
Total Number of voting rights and percentage of voting rights				43,450,567	5.56%
Additional information: Please note, total amount of voting rights have been rounded to 2 decimal places therefore there is a possibility of a rounding error.					

