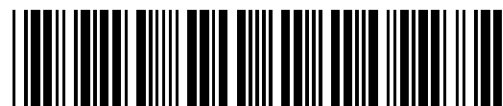


**Return of Allotment of Shares**Company Name: **PEARSON PLC**Company Number: **00053723**Received for filing in Electronic Format on the: **23/09/2016**

X5G6002P

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	01/09/2015	30/09/2015

Class of Shares:	ORDINARY	Number allotted	3582
Currency:	GBP	Nominal value of each share	0.25
		Amount paid:	8.056
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	ORDINARY	Number allotted	1789
Currency:	GBP	Nominal value of each share	0.25
		Amount paid:	8.112
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	ORDINARY	Number allotted	43826
Currency:	GBP	Nominal value of each share	0.25
		Amount paid:	9.09
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	ORDINARY	Number allotted	1001
Currency:	GBP	Nominal value of each share	0.25
		Amount paid:	9.144
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	821640430
	25P	Aggregate nominal value:	205410107.5
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THE SHARES DO NOT HAVE ATTACHED TO THEM ANY RIGHTS OF REDEMPTION; THE SHARES RANK PARI PASSU IN ALL RESPECTS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	821640430
		Total aggregate nominal value:	205410107.5
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.