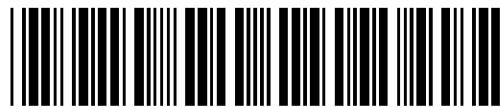


**Return of Allotment of Shares**Company Name: **PEARSON PLC**Company Number: **00053723**Received for filing in Electronic Format on the: **23/09/2016**

X5G605EI

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>01/12/2015</b>	<b>31/12/2015</b>

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>1151</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.25</b>
		Amount paid:	<b>5.472</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>429</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.25</b>
		Amount paid:	<b>9.09</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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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.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>821640430</b>
		Total aggregate nominal value:	<b>205410107.5</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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