PEARSON PLC
Form 20-F
June 05, 2003

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As filed with the Securities and Exchange Commission on June 5, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

/ / **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

/X/ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2002**

OR

/ / **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from to**

Commission file number 1-16055

PEARSON PLC

(Exact name of Registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

80 Strand
London, England WC2R 0RL

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
*Ordinary Shares, 25p par value	New York Stock Exchange
American Depositary Shares, each Representing One Ordinary Share,	New York Stock Exchange

Title of class	Name of each exchange on which registered
25p per Ordinary Share	

*
Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the SEC.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock at the close of the period covered by the annual report:

Ordinary Shares, 25p par value 801,662,000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes /X/ No / /

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 / / Item 18 /X/

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Introduction

In this Annual Report on Form 20-F (the "Annual Report") references to "Pearson" or the "Group" are references to Pearson plc, its predecessors and its consolidated subsidiaries, except as the context otherwise requires. "Ordinary Shares" refer to the ordinary share capital of Pearson of par value 25p each. "ADSs" refer to American Depositary Shares issuable in respect of Ordinary Shares deposited pursuant to the Deposit Agreement dated March 21, 1995, amended and restated as of August 8, 2000 among Pearson, The Bank of New York as depositary

(the "Depositary") and owners and holders of ADSs (the "Deposit Agreement"). ADSs are represented by American Depositary Receipts ("ADRs") delivered by the Depositary under the terms of the Deposit Agreement.

We have prepared the financial information contained in this Annual Report in accordance with generally accepted accounting principles in the United Kingdom, or UK GAAP, which differs in significant respects from generally accepted accounting principles in the United States, or US GAAP. We describe these differences in "Item 5. Operating and Financial Review and Prospects Accounting Principles", and in Note 34 to our consolidated financial statements included in "Item 18. Financial Statements" of this Annual Report. Unless we indicate otherwise, any reference in this Annual Report to our consolidated financial statements is to the consolidated financial statements and the related notes, included elsewhere in this Annual Report.

We publish our consolidated financial statements in sterling. We have included, however, references to other currencies. In this Annual Report:

- references to "sterling", "pounds", "pence" or "£" are to the lawful currency of the United Kingdom,
- references to "euro" or "E" are to the euro, the lawful currency of the participating Member States in the Third Stage of the European Economic and Monetary Union of the Treaty Establishing the European Commission, and
- references to "US dollars", "dollars", "cents" or "$" are to the lawful currency of the United States.

For convenience and except where we specify otherwise, we have translated some sterling figures into US dollars at the rate of £1.00 = $1.61, the noon buying rate in The City of New York for cable transfers and foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes on December 31, 2002. We do not make any representation that the amounts of sterling have been, could have been or could be converted into dollars at the rates indicated.

Business Performance Measures

Throughout this report we refer to operating profit before goodwill amortization and other items, trading margin and adjusted earnings per share. Since 1998 we have reshaped the Pearson portfolio by divesting non-core interests and investing in advertising, consumer publishing and business information companies. During this period of transformation, we have used these measures to provide clearer guidance on underlying business performance. They also form part of the group of measures and indicators used by Pearson management internally to track performance. These business performance measures are not included in our audited consolidated financial statements included in this Annual Report and are non-GAAP measures for both UK and US reporting. The tables below reconcile the measures to the relevant statutory headings under UK GAAP the definitions may not be comparable to other similarly titled measures reported by other companies.

Operating Profit before Goodwill Amortization and Other Items

	Year ended December 31				
	2002	**2001**	**2000**	**1999**	**1998**
			as restated(2)		
	£	**£**	**£**	**£**	**£**
			(in millions)		
Total operating profit/(loss)	**143**	**(47)**	**209**	**330**	**250**
Add back:					
Goodwill amortization	330	375	241	119	12
Goodwill impairment	10	61			
Integration costs and year 2000 costs	10	74	40	100	127

	Year ended December 31				
Operating profit before goodwill amortization and other items(1)	**493**	**463**	**490**	**549**	**389**
Analysed as:					
Continuing operations	**493**	**426**	**414**	**433**	**265**
Discontinued operations		**37**	**76**	**116**	**124**

Trading Margin

	Year ended December 31				
	2002	**2001**	**2000**	**1999**	**1998**
			as restated(2)		
	£	**£**	**£**	**£**	**£**
			(in millions)		
Operating profit before goodwill amortization and other items(1)	**493**	**463**	**490**	**549**	**389**
Less:					
Operating (loss)/profit before goodwill amortization and other items of associates and joint ventures	(3)	19	40	71	51
Investment income and year 2000 costs	2	2	3	10	25
Trading profit	**494**	**442**	**447**	**468**	**313**
Sales	4,320	4,225	3,874	3,332	2,395
Trading margin	**11.4%**	**10.5%**	**11.5%**	**14.0%**	**13.1%**

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Adjusted Earnings Per Share

	Year ended December 31				
	2002	**2001**	**2000**	**1999**	**1998**
			as restated(2)		
	£	**£**	**£**	**£**	**£**
			(in millions)		
(Loss)/profit for the financial year	**(111)**	**(423)**	**174**	**335**	**461**
Add back:					
Goodwill amortization	330	375	241	119	12
Goodwill impairment	10	61			
Integration costs and year 2000 costs	10	74	40	100	127
Non operating items	37	128	(241)	(311)	(395)
Amounts written off investments		92			
Other net finance costs	37		24		
Tax (benefit)/charge on above items	(67)	(133)		27	37
Minority interest share of above items	(5)	(4)	(15)		

	Year ended December 31				
Adjusted earnings	**241**	**170**	**223**	**270**	**242**
Weighted average number of shares (millions)	796.3	795.4	727.7	683.4	661.0
Adjusted earnings per share	**30.3p**	**21.4p**	**30.6p**	**39.5p**	**36.6p**

(1) Other items include integration costs of £3 million in 2002 (£45 million in 2001 and £27 million in 2000) in connection with our acquisition of Dorling Kindersley Holdings plc, or DK, integration costs of £7 million in 2002 (£29 million in 2001 and £4 million in 2000) in connection with our acquisition of National Computer Systems, Inc., or NCS, integration costs in connection with our acquisition of Simon & Schuster's educational, business and professional and reference publishing business of £nil in 2002 (£nil in 2001, £9 million in 2000, £95 million in 1999 and £120 million in 1998), and year 2000 compliance costs of £nil in 2002 (£nil in 2001 and 2000, £5 million in 1999 and £7 million in 1998). Integration costs are the costs of integrating significant acquisitions into our existing businesses.

(2) All relevant comparative figures for the years 1998 to 2001 have been restated for the adoption of FRS 19 "Deferred Tax". For further details refer to note 21 in "Item 18. Financial Statements". All the earnings per share figures for 1998 to 1999 have been restated to reflect the rights issue of ordinary shares made during 2000 in order to finance the NCS acquisition.

Additionally, in this report we refer to our discrete internet operations as our "internet enterprises". These are significant internet ventures within Pearson Education and the FT Group whose activities and results we are able to identify separately from their print-based counterparts. For a description of our internet enterprises, see "Item 4. Information on the Company Operating Divisions Pearson Education" and " The FT Group." In 1999, we began reporting revenue, operating profit and earnings per equity share before and after internet enterprises, as well as before goodwill amortization and other items. As our internet enterprises are increasingly integrated with their related businesses, the identification of internet revenue and costs is becoming more difficult. For 2002, we have reported all group and segmental figures as presented in "Item 5. Operating and Financial Review and Prospects" and in the Consolidated Profit and Loss Account included in "Item 18. Financial Statements" after the inclusion of the results from internet enterprises. However, where possible, we have continued to provide separate analyses of the results of our internet enterprises in the notes to the financial statements. For further details, refer to note 2 in "Item 18. Financial Statements."

Forward-Looking Statements

You should not rely unduly on forward-looking statements in this Annual Report. This Annual Report, including the sections entitled "Item 3. Key Information Risk Factors", "Item 4. Information on the Company" and "Item 5. Operating and Financial Review and Prospects", contains forward-looking statements that relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terms such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other comparable terminology. Examples of these forward-looking statements include, but are not limited to, statements regarding the following:

operations and prospects,

growth strategy,

funding needs and financing resources,

expected financial position,

market risk,

currency risk,

US federal and state spending patterns,

internet strategy,

debt levels, and

general market and economic conditions.

These forward-looking statements are only predictions. They involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In evaluating them, you should consider various factors, including the risks outlined under "Item 3. Key Information Risk Factors", which may cause actual events or our industry's results to differ materially from those expressed or implied by any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

Part I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

Selected Consolidated Financial Data

The table below shows selected consolidated financial data for each of the years in the five-year period ended December 31, 2002. The selected consolidated profit and loss account data for the years ended December 31, 2002, 2001 and 2000 and the selected consolidated balance sheet data as at December 31, 2002 and 2001 have been derived from our consolidated financial statements included in "Item 18. Financial Statements" in this Annual Report. The selected consolidated profit and loss account data for the years ended December 31, 1999 and 1998, and the selected consolidated balance sheet data as at December 31, 2000, 1999 and 1998 have been derived from our audited consolidated financial statements for those periods and as of those dates, which are not included in this Annual Report.

Our consolidated financial statements have been prepared in accordance with UK GAAP, which differs from US GAAP in significant respects. See "Item 5. Operating and Financial Review and Prospects Accounting Principles" and Note 34 to our consolidated financial statements. The consolidated financial statements contain a reconciliation to US GAAP of loss/profit for the financial year, shareholders' funds and certain other financial data.

The selected consolidated financial information should be read in conjunction with "Item 5. Operating and Financial Review and Prospects" and our consolidated financial statements and the related notes appearing elsewhere in this Annual Report. The information provided below is

not necessarily indicative of the results that may be expected from future operations.

For convenience, we have translated the 2002 amounts into US dollars at the rate of £1.00 = $1.61, the noon buying rate in The City of New York on December 31, 2002.

	Year ended December 31					
	2002	**2002**	**2001**	**2000**	**1999**	**1998**
	$	**£**	**£**	**£**	**£**	**£**
	(in millions, except for per share amounts)					
UK GAAP Information:						
Consolidated Profit and Loss Account Data						
Statutory Measures						
Total sales	6,955	4,320	4,225	3,874	3,332	2,395
Total sales from continuing operations(1)	6,955	4,320	4,225	3,689	2,977	1,908
(Loss)/profit after taxation	(143)	(89)	(403)	173	341	465
(Loss)/profit for the financial year	(179)	(111)	(423)	174	335	461
Total operating profit/(loss)	230	143	(47)	209	330	250
(Loss)/earnings per equity share(4)	(22.4)¢	(13.9)p	(53.2)p	23.9p	49.0p	69.7p
Diluted earnings per equity share(5)	(22.4)¢	(13.9)p	(53.2)p	23.4p	48.3p	69.0p
Other Business Performance Measures						
Operating profit before goodwill amortization and other items(2)	794	493	463	490	549	389
Trading margin	11.4%	11.4%	10.5%	11.5%	14.0%	13.1%
Adjusted earnings per equity share	48.8¢	30.3p	21.4p	30.6p	39.5p	36.6p
Consolidated Balance Sheet Data						
Total assets (Fixed assets plus Current assets)	11,032	6,852	8,241	8,990	5,529	5,450
Net assets	5,683	3,530	3,973	4,398	1,527	1,237
Long-term obligations(6)	2,797	1,737	2,616	2,715	2,286	2,562
Capital stock	322	200	200	199	153	152
Number of equity shares outstanding (millions of ordinary shares)	802	802	801	798	613	610

	Year ended December 31			
	2002	**2002**	**2001**	**2000**
	$	**£**	**£**	**£**
	(in millions, except for per share amounts)			
US GAAP Information(8):				
Profit/(loss) for the financial year(7)	319	198	(1,500)	1,362
Profit/(loss) from continuing operations for the financial year	414	257	(475)	(30)
(Loss)/profit from discontinued operations	(60)	(37)	(40)	1,403
Loss on disposal of discontinued operations	(2)	(1)	(985)	
Basic earnings/(loss) per equity share(3)	40.1¢	24.9p	(188.6)p	187.2p
Diluted earnings/(loss) per equity share(3)(5)	40.1¢	24.9p	(188.6)p	185.0p

	Year ended December 31			
Basic earnings/(loss) from continuing operations per equity share(1)(3)	52.0¢	32.3p	(59.7)p	(4.1)p
Diluted earnings/(loss) from continuing operations per equity shares(1)(3)(5)	52.0¢	32.3p	(59.7)p	(4.1)p
Basic (loss)/earnings per share from discontinued operations(3)	(7.7)¢	(4.8)p	(128.9)p	192.8p
Diluted (loss)/earnings per share from discontinued operations(3)	(7.7)¢	(4.8)p	(128.9)p	190.6p
Total assets	10,895	6,767	8,280	10,066
Shareholders' funds	5,970	3,708	4,155	6,018

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(1)

Discontinued operations under UK GAAP comprise the results of the RTL Group for 2002, 2001 and 2000. Discontinued operations under US GAAP comprise the results of the Forum Corporation and the RTL Group for both 2002, 2001 and 2000.

(2)

Other items include integration costs of £3 million in 2002 (£45 million in 2001 and £27 million in 2000) in connection with our acquisition of Dorling Kindersley Holdings plc, or DK, integration costs of £7 million in 2002 (£29 million in 2001 and £4 million in 2000) in connection with our acquisition of National Computer Systems, Inc., or NCS, integration costs in connection with our acquisition of Simon & Schuster's educational, business and professional and reference publishing business of £nil in 2002 (£nil in 2001, £9 million in 2000, £95 million in 1999 and £120 million in 1998), and year 2000 compliance costs of £nil in 2002 (£nil in 2001 and 2000, £5 million in 1999 and £7 million in 1998). Integration costs are the costs of integrating significant acquisitions into our existing businesses. For a discussion of our use of business performance measures, see "Business Performance Measures" on page 5 of this Annual Report.

(3)

All relevant comparative figures for the years 1998 to 2001 have been restated for the adoption of FRS 19 "Deferred Tax". For further details refer to note 21 in "Item 18. Financial Statements". All the earnings per share figures for 1997 to 1999 have been restated to reflect the rights issue of ordinary shares made during 2000 in order to finance the NCS acquisition.

(4)

Loss/earnings per equity share is based on loss/profit for the financial period and the weighted average number of ordinary shares in issue during the period (as restated per note 3 above).

(5)

Diluted loss/earnings per equity share is based on diluted loss/earnings for the financial period and the diluted weighted average number of ordinary shares in issue during the period (as restated per note 3 above). Diluted loss/earnings comprise loss/earnings adjusted for the tax benefit on the conversion of share options by employees and the weighted average number of ordinary shares adjusted for the dilutive effect of share options. In 2002 and 2001 the Group made a retained loss for the financial year, consequently the effect of share options is anti-dilutive and there is no difference between the loss per share and the diluted loss per share.

(6)

Long-term obligations are comprised of medium and long-term borrowings plus amounts falling due after more than one year related to obligations under finance leases.

(7)

The loss of £1,500 million in 2001 and the profit £1,362 million in 2000 are after charging goodwill amortization of £527 million and £288 million respectively. For 2002, goodwill was no longer subject to amortization under US GAAP. For further details, refer to Note 34(i) in "Item 18. Financial Statements." 2002 also incorporates a charge of £21 million in respect of the cumulative effect of a change in accounting principle. For further details, see Note 34(iv) in "Item 18. Financial Statements."

(8)

See Note 34 to the consolidated financial statements included in this Annual Report entitled "Summary of principal differences between United Kingdom and United States of America generally accepted accounting principles".

Dividend Information

We pay dividends to holders of ordinary shares on dates that are fixed in accordance with the guidelines of the London Stock Exchange. Our board of directors normally declares an interim dividend in July or August of each year to be paid in October or November. Our board of

directors normally recommends a final dividend following the end of the fiscal year to which it relates, to be paid in the following May or June, subject to shareholders' approval at our annual general meeting. At our annual general meeting on April 25, 2003 our shareholders approved a final dividend of 14.3p per ordinary share for the year ended December 31, 2002.

The table below sets forth the amounts of interim, final and total dividends paid in respect of each fiscal year indicated, and is translated into cents per ordinary share at the noon buying rate in The City of New York on each of the respective payment dates for interim and final dividends. The final dividend for the 2002 fiscal year will be paid in May 2003.

Fiscal Year	Interim	Final	Total	Interim	Final	Total
	(pence per ordinary share)			(cents per ordinary share)		
2002	9.1	14.3	23.4	14.7	23.0	37.7
2001	8.7	13.6	22.3	12.6	19.7	32.3
2000	8.2	13.2	21.4	13.3	18.7	32.0
1999	7.7	12.4	20.1	12.6	18.7	31.3
1998	7.2	11.6	18.8	11.9	18.7	30.6

Future dividends will be dependent on our future earnings, financial condition and cash flow, as well as other factors affecting us. Historic dividend information has been restated to reflect the rights issue of equity shares in 2000.

Exchange Rate Information

The following table sets forth, for the periods indicated, information concerning the noon buying rate for sterling, expressed in dollars per sterling. The average rate is calculated by using the average of the noon buying rates in The City of New York, on each day during a monthly period, and on the last day of each month during an annual period. On December 31, 2002, the noon buying rate for sterling was £1.00 = $1.61.

Month	High	Low
May 2003	$ 1.65	$ 1.59
April 2003	$ 1.60	$ 1.55
March 2003	$ 1.61	$ 1.56
February 2003	$ 1.65	$ 1.57
January 2003	$ 1.65	$ 1.60
December 2002	$ 1.61	$ 1.56

Year Ended December 31	Average Rate
2002	$ 1.51
2001	$ 1.45
2000	$ 1.52
1999	$ 1.62
1998	$ 1.66

Risk Factors

You should carefully consider the risk factors described below, as well as the other information included in this Annual Report. Our business, financial condition or results of operation could be materially adversely affected by any or all of these risks, or by other risks that we presently cannot identify.

Our reliance on intellectual property and proprietary rights that may not be adequately protected under current laws in some jurisdictions may adversely affect our results and our ability to grow

Our products are largely comprised of intellectual property delivered through a variety of media, including newspapers, books and the internet. We rely on trademark, copyright and other intellectual property laws to establish and protect our proprietary rights in these products. However, we cannot

assure you that our proprietary rights will not be challenged, invalidated or circumvented. Our intellectual property rights in jurisdictions such as the United States and the United Kingdom, which are the jurisdictions with the largest proportions of our operations, are well established. However, we also conduct business in other countries where the extent of effective legal protection for intellectual property rights is uncertain, and this uncertainty could affect our future growth. Moreover, despite trademark and copyright protection, third parties may be able to copy, infringe or otherwise profit from our proprietary rights without our authorization. These unauthorized activities may be more easily facilitated by the internet.

The lack of internet-specific legislation relating to trademark and copyright protection creates an additional challenge for us in protecting our proprietary rights relating to our online business processes and other digital technology rights.

We operate in a highly competitive environment that is subject to rapid change and we must continue to invest and adapt to remain competitive

Our education, business information and book publishing businesses operate in highly competitive markets. These markets continue to change in response to technological innovations and other factors. In recent years, some of the markets in which we operate have experienced significant consolidation. Although we currently have strong positions in each of our market segments, further consolidation could place us at a competitive disadvantage with respect to scale, resources and our ability to develop and exploit new media technologies.

We may not be able to achieve continued growth in our operations or strengthen our financial position due to economic and political forces beyond our control

Political and economic factors beyond our control can inhibit the growth of our operations or weaken our financial position. These factors include a significant weakening of the global advertising environment, particularly in financial advertising, US state and federal government spending patterns for educational materials, the slowing of the US economy, heightened political tensions and war affecting the United Kingdom and the United States, foreign currency exchange rate risks, trade protection measures, tax and regulatory or other economic conditions. In particular, during 2002, the ongoing weak advertising environment caused by a general decline in corporate earnings and an uncertain economic environment resulted in a continuing decline in advertising revenue. For additional information about this decline, please see "Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2002 compared to year ended December 31, 2001", pages 26-34.

The deterioration in the fiscal position of many US states, due to the present weak economic environment, is resulting in expenditure reductions as the US states attempt to eliminate projected fiscal deficits for 2003 and beyond. There is a risk that any expenditure cuts in education will lead to either delayed adoptions or lower expenditure on our textbooks or testing services. While we believe our education businesses will benefit from various US federal education programmes including the "no child left behind" initiative, reduced expenditures by US states for educational materials could adversely affect the financial performance of Pearson Education.

We operate in markets which are increasingly dependent on Information Technology systems and technological change

All our businesses, to a greater or lesser extent, are dependent on technology either as a provider of software or internet services or as a user of complex information technology systems and products to support our business activities, particularly in back-office processing and infrastructure.

We face several technological risks associated with software product development in our educational businesses, IT security (including virus and hacker attacks), e-commerce, ERP system implementations and upgrades and business continuity in the event of a major disaster in a key data center.

We operate in several markets with risks which are inherently greater than our publishing and newspaper business and which, if unmanaged, could adversely affect our financial results and potentially damage our reputation

With the acquisition and growth of NCS we have moved into new markets and products, some of which are inherently riskier than our traditional publishing and newspaper businesses.

Within NCS, Pearson Government Solutions provides outsourcing services to the US government and other third parties. This is a contracting business providing a variety of services from call centre operations to the complete outsourcing of administrative functions. Contract values vary significantly, from a few million to several hundred million pounds sterling over the term of the contract, which typically run for three to five years in length. As in any contract business, there are inherent risks associated with the bidding process, operational performance, contract compliance (including penalty clauses), indemnification (if available) and contract re-bidding.

An inherent risk in our schools testing and assessment business is a student grading failure due to control breakdown in our testing and assessment products and processes.

We generate a substantial proportion of our revenue in foreign currencies, particularly the US dollar, and foreign exchange rate fluctuations could adversely affect our earnings

We generate approximately 70% of our revenue in US dollars. We estimate that a five cent change in the average exchange rate between the US dollar and sterling during any year could affect our adjusted earnings per share by approximately 1 pence. Our earnings could be materially and adversely affected by foreign exchange rate fluctuations, particularly if the value of the US dollar continues to decline compared to sterling.

Item 4. Information on the Company

Pearson

Pearson is a global publishing company with its principal operations in the education, business information and consumer publishing markets. We have significant operations in the United States, where we generate over 70% of our revenues, and in the United Kingdom and continental Europe. We create and manage intellectual property, which we promote and sell to our customers under well-known brand names, to inform, educate and entertain. We deliver our content in a variety of forms and through a variety of channels, including books, newspapers and internet services. We increasingly offer services as well as content, from test processing to training.

Pearson was incorporated and registered in 1897 under the laws of England and Wales as a limited company and re-registered as a public limited company in 1981. We conduct our operations primarily through our subsidiaries and other affiliates. Our principal executive offices are located at 80 Strand, London WC2R 0RL, United Kingdom (telephone: +44 (0) 20 7010 2000). Our principal executive offices in the United States are located at 1330 Avenue of the Americas, 7th Floor, New York, New York, 10019.

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Overview of Operating Divisions

Although our businesses increasingly share markets, brands, processes and facilities, they break down into three core segments:

Pearson Education is a global leader in educational publishing and services. We are a leading international publisher of textbooks, supplementary materials and electronic education programs for elementary and secondary school, higher education and business and professional markets worldwide. We also play a major role in the testing and certification of school students and professionals, mainly in the US.

The FT Group consists of our international newspaper, print and online financial information, business magazine and professional publishing interests. Our flagship product is the *Financial Times,* known internationally for its premium editorial content and international scope both in newspaper and internet formats.

The Penguin Group is one of the premier English language publishers in the world, with brand imprints such as Penguin, Putnam, Berkeley, Viking and Dorling Kindersley ("DK"). We publish an extensive portfolio of fiction, non-fiction, reference and illustrated works. We publish the works of many authors, including Maeve Binchy, Tom Clancy, Patricia Cornwell, Nick Hornby, Jamie Oliver, Nora Roberts and Amy Tan.

Our Strategy

Over the past five years we have reshaped the group by divesting a range of non-core interests and investing over $7 billion in education, consumer publishing and business information companies. Our strategy is now to focus on publishing, in the broadest sense of the word, including online and on paper, in general and for specific uses for the business, education and consumer markets. In doing so, we seek to make the most of the customers, brands and processes that our three divisions share.

Operating Divisions

Pearson Education

Pearson Education is one of the world's largest publishers of textbooks and paper and online teaching materials based on published sales figures and independent estimates of sales. Pearson Education serves the growing demands of teachers, students, parents and professionals throughout the world for stimulating effective education programs. With federal and state governments under pressure to measure academic progress against clear objective standards, the market for educational testing services in the United States has grown significantly. NCS Pearson enables us to combine testing and assessment with our traditional educational curriculum services and products to form one of the world's leading integrated education companies. NCS Pearson provides the entire spectrum of educational services from educational curriculum to testing and assessment to data management.

We report Pearson Education's performance along the lines of the three markets it serves: School, Higher Education and Professional. In 2002, Pearson Education had sales of £2,756 million or 64% of Pearson's total sales (62% in 2001). The business makes approximately two thirds of its sales, and all of its profits, in the second half of the year.

School

In the US, our School business includes publishing, testing and software operations. Outside of the United States we have a growing English Language Teaching business and we also publish school materials in local languages in a number of countries. In the US we publish for kindergarten through 12th grade, with a comprehensive range of textbooks, supplementary materials and electronic education

programs. We believe that our publishing market share in this sector is approximately 24%. Pearson Education's premier elementary school imprint, Scott Foresman, and premier secondary school imprint, Prentice Hall, publish high quality programs covering subjects such as reading, literature, math, science and social studies. We also publish supplementary teaching aids for both elementary and secondary schools and teacher-written activity books. We are a leading publisher in online assessment and digital courseware through Pearson Education Technologies and the Waterford Early Reading Program.

NCS Pearson's operations make us a leading player in the markets for test processing and scoring and the provision of enterprise software solutions to schools. We score and process some 40 million student tests across America every year.

With over 90% of education spending for kindergarten through 12th grade in the United States financed at the state or local level, the US School division's major customers are state education boards and local school districts. In the United States, 20 states, which account for over 50% of the total kindergarten through 12th grade US school population of some 52 million students, buy educational programs by means of periodic statewide "adoptions". These adoptions cover programs in the core subject areas. Typically, a state committee selects a short-list of education programs from which the school districts then make individual choices. We actively seek to keep as many of our offerings as possible on the approved list in each state, and we market directly to the school districts. In the 30 states without adoptions, or "open territories", local school districts choose education programs from the extensive range available. We actively market to school districts in open territories as well. Our revenues are currently split evenly between adoption states and open territory states.

Higher Education

Pearson Education is the United States' largest publisher of textbooks and related course materials for colleges and universities based on sales. We believe that our market share in this sector is approximately 35%. We publish across all of the main fields of study with imprints such as Prentice Hall, Addison Wesley, Allyn & Bacon and Benjamin Cummings. We sell primarily to college professors, who choose the texts to be purchased by their students. Over 1,200 of Pearson Education's college textbooks have an interactive companion website with online study guides to reinforce text concepts, chat rooms and bulletin boards to facilitate interaction between students and faculty. An increasing number of our programs incorporate online course management systems that provide a powerful set of easy-to-use tools that allow professors to create sophisticated web-based courses. In addition, our custom publishing business works with professors to produce textbooks specifically adapted for their particular course.

Professional

We publish text, reference, and interactive products for IT industry professionals, graphics and design users of all types, and consumers interested in software applications and certification, professional business books, and strategy guides for those who use PC and console games. Publishing imprints in this area include Addison Wesley, Prentice Hall PTR, and Cisco (our three high end imprints), Peachpit Press, Adobe Press, Macromedia Press, and new Riders Press (our graphics and design imprints), Que/Sams (consumer and professional imprint), Prentice Hall Financial Times (professional business imprint) and Brady (software game guides imprint). We also generate revenues through our own website InformIt. We also provide services to professional markets. We manage significant commercial contracts to implement and execute qualification and assessment systems for individual professions, including IT professionals and nurses. Our Government Solutions group manages and processes student loan applications on behalf of the US Department of Education and has a number of education, testing-related contracts with various government departments. We also provide a range of data collection and management services, including the sale of scanners, to a wide range of customers. We also provide corporate training courses to professionals.

The FT Group

The FT Group, one of the world's leading business information companies, aims to provide a broad range of business information, analysis and services to an audience of internationally minded business people. In 2002, the FT Group had sales of £726 million, or 17% of Pearson's total Group sales (19% in 2001). The FT Group's business is global, producing a combination of news, data, comment, analysis and context. In addition to professional and business consumers, individuals worldwide are demanding such strategic business information. We believe that the FT Group is well positioned to supply information and benefit from these trends.

The Financial Times Newspaper

The *Financial Times* is a leading international daily business newspaper. Its average daily circulation of 473,587 copies in December 2002, as reported by the Audit Bureau of Circulation, gives the *Financial Times* the second largest circulation of any English language business daily in the world. The *Financial Times* derived approximately three-quarters of its revenue in 2002 from advertising and approximately one-quarter from circulation. The geographic distribution of the *Financial Times* average daily circulation was:

United Kingdom/Republic of Ireland	35%
Continental Europe, Africa and Middle East	32%
Americas	27%
Asia	6%

The *Financial Times* newspaper is printed on contract in 21 cities around the world and has a growing international reputation. It draws upon an extensive network of international correspondents to produce unique, informative and timely business information. For production and distribution, the *Financial Times* uses computer-driven communications and printing technology for timely delivery of the various editions of the newspaper to the appropriate geographic markets. The *Financial Times* is distributed through independent news agents and direct delivery to homes and institutions.

FT.com, the newspaper's internet service, combines agenda-setting editorial with relevant financial data and analysis, as well as a broad range of business tools including a large business search function. The following operating statistics show that, similar to the *Financial Times*, FT.com has quickly shown an ability to attract a large number of users:

	January 2003	January 2002
Users(1)	3,500,000	2,700,000
Page views	54,000,000	55,000,000

(1) Users refers to the number of unique visitors to the site during the specified month.

European Business Newspapers & Online Services

Our pan-European network of national business newspapers and online services includes France's leading business newspaper, *Les Echos* and lesechos.fr, and Spain's leading business newspaper and website, *Expansión* and Expansiondirecto.com. In February 2000, in partnership with Gruner + Jahr a new German language newspaper, we launched *FT Deutschland* with a fully integrated online business news, analysis and data service. By the end of 2002, the newspaper had a circulation of 83,000, a 12% increase over 2001.

Recoletos

We own a 79% stake in Recoletos, a publicly quoted Spanish media group that we built with its Spanish founding shareholders over several years. Recoletos' publishing businesses in Spain, Portugal and Latin America include *Marca*, a leading sports newspaper for the region with an average daily circulation of 382,000 in 2002, *Expansión*, a daily business newspaper, *Actualidad Economica,* a weekly business magazine, and *Telva*, a monthly women's magazine. It is also developing its internet activities as it seeks to extend the reach of its print-based products.

Securities and Specialist Financial Information

Through our controlling interest in Interactive Data Corporation ("IDC") we are one of the world's leading global providers of financial and business valuation information to institutional and individual investors. IDC supplies time-sensitive pricing, dividend, corporate action and descriptive information for approximately 3.5 million securities traded around the world. It also provides fixed income portfolio information, consulting and valuation services. Its products include eSignal, an online real-time quotation service for brokers and active traders. Additionally, in January 2003, we announced the acquisition of S&P ComStock, a real-time information service that provides worldwide financial data, news, historical information and software applications.

Business Information

FT Business produces specialist information on the retail, personal and institutional finance industries. It publishes the UK's premier personal finance magazine, *Investors Chronicle*, and *The Banker, Money Management* and *Financial Adviser* for professional advisers.

Joint Ventures and Associates

The FT Group also has a number of other associates and joint ventures, including:

A 50% interest in The Economist Group, which publishes the world's leading weekly business and current affairs magazine.

A 50% interest in FTSE International, a joint venture with the London Stock Exchange, which, among other things, publishes the FTSE index.

A 34% interest in MarketWatch.com Inc, a publicly traded financial media company.

A 33% interest in *Vedomosti*, a leading Russian business newspaper and a partnership venture with Dow Jones and Independent Media.

A 50% interest in Business Day and Financial Mail, publishers of South Africa's leading financial newspaper and magazine.

The Penguin Group

Penguin is one of the premier English language publishers in the world. We publish an extensive backlist and frontlist of titles, including some of the very best new fiction and non-fiction, literary prize winners and commercial blockbusters. Our titles range from history and science to essential reference. We are also one of the pre-eminent classics publishers and own some of the most highly prized and enduring brands in children's publishing, featuring popular characters such as Spot, Peter Rabbit and Madeline, as well as the books of Roald Dahl. We rank in the top three consumer publishers, based upon sales, in all major English speaking markets the United States, the United Kingdom, Australia, New Zealand, Canada, India and South Africa.

Penguin publishes under many imprints including Allen Lane, Avery, Berkley Books, Dorling Kindersley, Dutton, Hamish Hamilton, Michael Joseph, Plume, Putnam, Riverhead and Viking. In 2002, Penguin's US imprints placed 114 titles on *The New York Times* bestseller list. In the United Kingdom, 45 Penguin titles featured on the Nielsen Bookscan top fifteen bestseller list. Our illustrated reference business, Dorling Kindersley, or DK, was acquired in 2000 and is now fully integrated into Penguin. DK made an operating profit in 2002 and increased its sales by 8%, primarily due to the strength of its front list programme combined with the depth of its backlist. The frontlist contained best selling licensed products, such as Star Wars and Spiderman, as well as Rolling with the Stones and Elvis; A Celebration. In 2002, Penguin had sales of £838 million representing 19% of Pearson's total sales (19% in 2001). DK has built a unique graphic style which is now recognized around the world. Aiming to be a complete "cradle to grave" family publisher, we produce books for children and adults covering a huge variety of subjects including childcare, health, gardening, food and wine, travel, business and sports. Not only does our "lexigraphic" design approach make our books easily translatable across cultures, but it has also formed the basis of our library of 2.5 million wholly-owned digital images which have many applications in print or online.

Revenues are split approximately evenly between frontlist and backlist titles, minimizing Penguin's exposure to volatility in either market. The Penguin Group earns over 90% of its revenues from the sale of hard cover and paperback books. The balance comes from audio books and from the sale and licensing of intellectual property rights, such as the Beatrix Potter series of fictional characters, acting as a book distributor for a number of smaller publishing houses.

We sell directly to bookshops and through wholesalers. Retail bookshops normally maintain relationships with both publishers and wholesalers and use the channel which best serves the specific requirements of an order. We also sell online through third parties such as Amazon.com.

The Penguin Group's gateway internet site, Penguin.com, provides access to its focused websites in the United States, Canada, United Kingdom and Australia. Websites have also been developed to target certain niche audiences. For example, Penguinclassics.com has an entire online service for the classics, with anthologies, original essays, interviews and discussions and links to other classics sites. In addition, we have developed the award-winning PeterRabbit.com, and we are extending rapidly our range of author websites, live webcasts and subject-specific sites, such as one for readers of romance novels. The Penguin Group aims to use the internet to increase the commercial efficiency of its existing publishing operations and to exploit its popular brands and unique content, and to continue to convert its library into digital formats suitable for e-book delivery, printing on demand and other forms of distribution.

Competition

All of Pearson's businesses operate in highly competitive environments.

Pearson Education competes with other publishers and creators of educational materials and services. These companies include some small niche players and some large international companies, such as McGraw-Hill, Reed Elsevier, Houghton Mifflin and Thomson. Competition is based on the ability to deliver quality products and services that address the specified curriculum needs and appeal to the school boards, educators and government officials making purchasing decisions.

The FT Group's newspapers and magazines compete with newspapers and other information sources, such as *The Wall Street Journal,* by offering timely and expert journalism. It competes for advertisers with other forms of media based on the ability to offer an effective means for advertisers to reach their target audience. The efficiency of its cost base is also a competitive factor.

The Penguin Group competes with other publishers of fiction and non-fiction books. Principal competitors include Random House and Harper Collins. Publishers compete by developing a portfolio

of books by established authors and by seeking out and promoting talented new writers. Its supply chain is also a source of competitive strength.

Intellectual Property

Our principal intellectual property assets consist of our trademarks and other rights in our brand names, particularly the Financial Times and the various imprints of Penguin and Pearson Education, as well as all copyrights in our content and our patents held in the testing business in the name of NCS. We believe we have taken all appropriate available legal steps to protect our intellectual property in all relevant jurisdictions.

Raw Materials

Paper is the principal raw material used by each of Pearson Education, the FT Group and the Penguin Group. We purchase most of our paper through our central purchasing department located in the United States. We have not experienced and do not anticipate difficulty in obtaining adequate supplies of paper for their operations, with sourcing available from numerous suppliers. While local prices fluctuate depending upon local market conditions, we have not experienced extensive volatility in fulfilling paper requirements. In the event of a sharp increase in paper prices, we have a number of alternatives to minimize the impact on our operating margins, including modifying the grades of paper used in production.

Government Regulation

The manufacture of certain of our products in various markets is subject to governmental regulation relating to the discharge of materials into the environment. Our operations are also subject to the risks and uncertainties attendant to doing business in numerous countries. Some of the countries in which we conduct these operations maintain controls on the repatriation of earnings and capital and restrict the means available to us for hedging potential currency fluctuation risks. The operations that are affected by these controls, however, are not material to us. Accordingly, these controls have not significantly affected our international operations. Regulatory authorities may have enforcement powers that could have an impact on us. We believe, however, that we have taken and continue to take measures to comply with all applicable laws and governmental regulations in the jurisdictions where we operate so that the risk of these sanctions does not represent a material threat to us.

Licenses, Patents and Contracts

We are not dependent upon any particular licenses, patents or new manufacturing processes that are material to our business or profitability. Likewise, we are not materially dependant upon any contracts with suppliers or customers, including contracts of an industrial, commercial or financial nature.

Recent Developments

In January 2003, we completed the sale of Forum, a significant division of FT Knowledge ("FTK"), to the Institute for International Research Support Services, Inc. ("IIR"). This disposal initiated the restructuring of FTK and allowed for the transfer of the two other FTK businesses to other divisions of Pearson. The transfers were effective commencing in January 2003. FT Knowledge Financial Learning, FTK's financial training business, was moved into the FT Group. Forum Custom, the e-learning solutions division, was transferred to Pearson Government Solutions. We believe the FT Group and Pearson Government Solutions will derive benefit from both these businesses. The remaining FTK divisional affairs are in the process of being closed down.

In January 2003, IDC announced the acquisition for $115m of S&P Comstock, a real-time information service that provides worldwide financial data, news, historical information and software applications.

Organizational Structure

Pearson plc is a holding company which conducts its business primarily through subsidiaries and other affiliates throughout the world. Below is a list of our significant subsidiaries, including name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held.

Name	Country of Incorporation/Residence	Percentage Interest/Voting Power
Pearson Education		
Pearson Education Inc.	United States	100%
Pearson Education Ltd	England and Wales	100%
NCS Pearson Inc.	United States	100%
FT Group		
The Financial Times Limited	England and Wales	100%

Name	Country of Incorporation/Residence	Percentage Interest/Voting Power
Financial Times Business Ltd	England and Wales	100%
Interactive Data Corporation	United States	60%
Recoletos Grupo de Comunicacion SA	Spain	79%
Les Echos SA	France	100%
The Penguin Group		
Penguin Putman Inc.	United States	100%
The Penguin Publishing Co Ltd	England and Wales	100%
Dorling Kindersley Holdings Ltd	England and Wales	100%

Property, Plant and Equipment

Our headquarters is located at leasehold premises in London, England. We own or lease approximately 280 properties in 24 countries worldwide, the majority of which are located in the United Kingdom and the United States.

All of the properties owned and leased by us are suitable for their respective purposes and are in good operating condition.

We own the following principal properties:

General Use of Property	Location	Area in Square Feet
Warehouse	Pittstown, Pennsylvania, USA	510,000
Warehouse	Kirkwood, New York, USA	409,000
Offices	Iowa City, Iowa, USA	310,000
Offices	Old Tappan, New Jersey, USA	212,041
Offices	Reading, Massachusetts, USA	158,527
Offices	London, UK	152,986
Printing/Processing	Owatonna, Minnesota, USA	128,000
Offices	Mesa, Arizona, USA	96,000

We lease the following principal properties:

General Use of Property	Location	Area in Square Feet
Warehouses/Offices	Lebanon, Indiana, USA	1,091,098
Warehouse/Offices	Cranbury, New Jersey, USA	886,826
Warehouse	Indianapolis, Indiana, USA	737,850
Offices	Upper Saddle River, New Jersey, USA	474,801
Offices	Hudson St., New York, USA	302,000
Offices	London, UK	273,000
Warehouse/Offices	Harmondsworth, UK	250,658
Warehouse	Scoresby, Victoria, Australia	215,280
Warehouse	Bitterswell, UK	210,000
Offices	Avenue of the Americas, New York, USA	101,000
Offices	Bloomington, Minnesota, USA	151,056
Offices	Harlow, UK	98,000
Offices	Madrid, Spain	72,839
Offices	Bedford, Massachusetts, USA	64,349
Offices	Camberwell, Victoria, Australia	52,656

Item 5. Operating and Financial Review and Prospects

The following discussion and analysis is based on and should be read in conjunction with the consolidated financial statements, including the related notes, appearing elsewhere in this Annual Report. The financial statements have been prepared in accordance with UK GAAP, which differs in significant respects from US GAAP. Note 34 to our consolidated financial statements, included in "Item 18. Financial Statements", provides a description of the significant differences between UK GAAP and US GAAP as they relate to our business and provides a reconciliation to US GAAP.

In the discussion reference is made to various business performance measures, which are not included in the statutory audited consolidated financial statements included in this Annual Report and are non GAAP financial measures for both UK and US reporting. Please refer to the description of these measures in the Introduction to this Annual Report.

General Overview

Introduction

In 2002, sales increased 2% from £4,225 million to £4,320 million and operating profit from continuing operations before goodwill amortization and other items increased 16% from £426 million to £493 million. Reduced losses from our internet enterprises (down by 57% to £59 million from £137 million) more than offset the impact of the advertising and technology downturn and the adverse impact of currency movements.

A £25 million loss before taxation in 2002 compares to a loss before taxation of £436 million in 2001. The decreased loss reflects improved operating profit before goodwill amortization and other items of £30 million, a reduction in goodwill amortization and impairment charges of £96 million, a reduction in integration charges of £64 million, and a reduction in losses on sale and write downs on businesses and investments of £183 million. In addition, net finance costs fell from £169 million in 2001 to £131 million in 2002. Included in net finance costs in 2002 was a charge of £37 million for cancellation of certain swap contracts and the early repayment of debt following the re-balancing of the group's debt portfolio on the receipt of the proceeds from the sale of our interest in the RTL Group, a television business. The results of the television business have been included in discontinued operations in these financial statements.

The sale of our 22% share in the RTL Group was concluded at the end of January 2002 allowing us to pay down our debt to under £1.5 billion. 2002 marks an end of major asset changes to reconstruct the company into a set of related businesses. With more portfolio stability has come a decrease in integration charges and major internet investments.

Pearson is now built around three complementary businesses, each of which we believe occupies a powerful position in its market and all of which share some assets and processes.

Outlook

In 2003 we expect to make further progress in improving our adjusted earnings per share, operating free cash flow and return on invested capital. We generate approximately 70% of our sales in US dollars and a five cent change in the average exchange rate for the full year has an impact of approximately 1p on reported adjusted earnings per share. The average exchange rate in 2002 was £1.00: $1.51 and the rate on June 1, 2003, was £1.00: $1.64.

Clearly some caution would be necessary in the event of further substantial deterioration in the global economy, but at this stage the outlook for our major businesses is:

Pearson Education's profits are expected to benefit from growth in our school and college publishing businesses, reduced losses from our internet and corporate training operations and lower integration costs.

Advertising revenue at the FT Group has continued to fall in the year to date reflecting general economic conditions and the uncertainty caused by the war in Iraq. However, full year profits for the FT Group are still expected to be ahead of 2002.

At The Penguin Group, profits are expected to benefit from continued progress at Dorling Kindersley and another strong publishing schedule, which this year is more heavily weighted to the second half of the year.

Sales Information by Operating Division

The following table shows sales information for each of the past three years by operating division:

	Year ended December 31		
	2002	2001	2000
	£	£	£
	(in millions)		
Pearson Education(1)	2,756	2,604	2,090
FT Group	726	801	844
The Penguin Group(1)	838	820	755
Continuing Operations	**4,320**	**4,225**	**3,689**
Discontinued operations(2)			185
Total	**4,320**	**4,225**	**3,874**

(1) The Pearson Education operating division included sales of £843 million in 2002, £592 million in 2001 and £146 million in 2000 in respect of NCS. The Penguin Group operating division included sales of £159 million in 2002, £146 million in 2001 and £125 million in 2000 in respect of DK. Both NCS and DK were acquired during 2000 and are wholly or mainly integrated into Pearson Education and Penguin respectively.

(2) Discontinued operations relate to our withdrawal from the television business following the disposal of our 22% interest in the RTL Group completed on January 30, 2002. Prior to the

contribution of Pearson Television to the RTL Group in July 2000, television was a separate operating division of Pearson. Following the contribution we began accounting for television as an associate investment rather than as a wholly-owned operating division and thus we no longer consolidated the sales of television.

Sales Information by Geographic Market supplied

The following table shows sales information for each of the past three years by geographic region:

	Year ended December 31		
	2002	2001	2000
	£	£	£
	(in millions)		
United Kingdom	411	433	449
Continental Europe	419	446	456
North America	3,139	2,975	2,448
Asia Pacific	249	241	230
Rest of World	102	130	106

	Year ended December 31		
Continuing operations	**4,320**	**4,225**	**3,689**
Discontinued operations			185
Total	**4,320**	**4,225**	**3,874**

Restatement

FRS 19, the UK standard on deferred tax, has been adopted in accordance with UK GAAP requirements for the first time in these financial statements. The Group's previous policy was to make a partial provision in accordance with SSAP 15 and only recognized deferred tax liabilities to the extent that it was probable that the liabilities would crystallize. Deferred tax assets were only recognized to the extent that their recoverability was assured beyond reasonable doubt. FRS 19 requires a form of full provision to be made for deferred taxation, and therefore, the Group's previous policy of making a partial provision for deferred tax has been revised. Under FRS 19 the recognition criteria for deferred tax assets has changed, with the result that we have recognized a deferred tax asset in respect of US tax losses and other timing differences that are regarded as recoverable against future profits. The adoption of FRS 19 has also had an impact on capitalized goodwill since the restatement of deferred tax balances acquired has had a corresponding effect upon the goodwill recognized on those acquisitions. A prior year adjustment has been made in these financial statements to reflect the adoption of FRS 19 and, where indicated, comparative figures have been restated. The impact on the profit and loss account has been to increase the loss after taxation by £45m in 2002, to increase the loss after taxation by £32 million in 2001 and to decrease the profit after taxation by £5 million in 2000. The restatement also had the effect of increasing shareholders' funds by £209 million and £240 million in 2001 and 2000, respectively. For further details, refer to Note 21 in "Item 18. Financial Statements".

Exchange Rate Fluctuations

We earn a significant proportion of our sales and profits in overseas currencies, principally the US dollar. Sales and profits are translated into sterling in the consolidated financial statements using average rates. The average rate used for the US dollar was $1.51 in 2002, $1.44 in 2001 and $1.51 in 2000. Fluctuations in exchange rates can have a significant impact on our reported sales and profits. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk" for more information.

Critical Accounting Policies

Our consolidated financial statements, included in Item 18. "Financial Statements", are prepared based on the accounting policies described in Note 1 to the consolidated financial statements which are in conformity with UK generally accepted accounting principles, which differs in significant respects from US generally accepted accounting principles.

The preparation of our consolidated financial statements in conformity with UK generally accepted accounting principles, and the reconciliation of these financial statements to US generally accepted accounting principles as described in Note 34, requires management to make estimates and assumptions that affect the carrying value of assets and liabilities at the date of the consolidated financial statements and the reported amount of sales and expenses during the periods reported in these financial statements. Certain of our accounting policies require the application of management judgment in selecting assumptions when making significant estimates about matters that are inherently uncertain. Management bases its estimates on historical experience and other assumptions that it believes are reasonable.

We believe that the following are our more critical accounting estimates used in the preparation of our consolidated financial statements that could have a significant impact on our future consolidated results of operations, financial position and cash flows. Actual results could differ from estimates.

Revenue Recognition

Sales represent the amount of goods or services, net of value added tax and other sales taxes, and excluding any trade discounts and anticipated returns, provided to external customers and associates. Revenue from the sale of books is recognized when the goods are shipped, when persuasive evidence of an arrangement exists, when the fee is fixed and determinable, and when collectability is probable. A provision for sales returns is made so as to allocate these returns to the same period as the original sales are recorded. The returns provision is an estimate based on historical return rates. If these estimates do not reflect actual returns in future periods then revenues could be under or over stated for a particular period.

Revenue from long term service contracts, such as contracts to process qualifying tests for individual professions and government departments and multi-year state assessment tests, is recognized over the contract term on a percentage of completion basis. The percentage of completion basis is generally measured on actual costs incurred to date based on a percentage of the estimated total contract costs, and this basis relies upon estimates of total contract revenue and total contract costs. The assumptions, risks, and uncertainties inherent in the application of the percentage of completion method affect the amounts and timing of revenue and related expenses reported. Numerous internal and external factors can affect estimates, including direct labor rates, utilization, and efficiency variances.

Losses on long-term services contracts are recognized in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which estimated direct and indirect costs of the contract exceed the estimated total revenues that will be generated by the contract. Changes in conditions may result in revisions to estimated costs and earnings during the course of the contract and the cumulative impact of such revisions are reflected in the accounting period in which the facts that require the revision became known.

Pre-publication Costs

Pre-publication costs represent direct costs incurred in the development of titles prior to their publication. Some of these pre-publication costs are expensed as incurred. Where the title has a useful life in excess of one year these costs are carried forward in stock. The costs are then amortized over estimated useful lives of five years or less, commencing upon publication of the title, with a higher

proportion of the amortization taken in the earlier years to match the sales profile of the products. The assessment of useful life and the calculation of amortization involve a significant amount of estimation and management judgment, as management must estimate the sales cycle and life of a particular title. The overstatement of useful lives could result in excess amounts being carried forward in stock that would otherwise have been written off to the profit and loss account in an earlier period. Reviews are performed regularly to estimate recoverability of pre-publication costs.

Royalty Advances

Advances of royalties to authors are included within debtors when the advance is paid less any provision required to bring the amount down to its net realizable value. The royalty advance is expensed at the contracted royalty rate as the related revenues are earned. The realizable value of royalty advances held within debtors is regularly reviewed by reference to anticipated future sales of books or subsidiary publishing rights but still relies on a degree of management judgment in determining the profitability of individual author contracts. If the estimated realizable value of author contracts is overstated then this will have an adverse effect on operating profits, as these excess amounts will be written-off.

Defined Benefit Pensions

The pension cost of the Group's defined benefit pension schemes, principally the UK-based scheme, is charged to the profit and loss account in order to apportion the cost of pensions over the service lives of the employees in the schemes. The determination of the pension costs, as well as the pension assets and obligation, depend on the selection of certain assumptions, which include the discount rate, expected long-term rate of return on scheme assets, and salary inflation rates, used by the actuaries to calculate such amounts. These assumptions are described in further detail in Note 10 to the consolidated financial statements. Although we believe the assumptions are appropriate, differences arising from actual experience or future changes in assumptions may materially affect the pensions costs recorded in the profit and loss accounts. In particular, a reduction in the realized long-term rate of return on scheme assets and a further reduction to the discount rates will result in higher pension costs in future periods.

Deferred Tax

Deferred tax assets and liabilities require management judgment in determining the amounts to be recognized, and in particular, the extent to which deferred tax assets can be recognized. Under FRS 19, the UK generally accepted accounting principle which we adopted as required in 2002, we recognize a deferred tax asset in respect of tax losses and other timing differences. We recognize deferred tax assets to the extent that they are recoverable, based on the probability that there will be future taxable income against which these tax losses and other timing differences may be utilised. We regularly review our deferred tax assets to ensure that they are recoverable and have exercised significant judgments when considering the timing and level of future taxable income, our business plans and any future tax planning strategies in our assessment of recoverability. If a deferred tax asset is not considered recoverable, a valuation allowance is recorded to the extent that recoverability is not deemed probable.

Amortization and Impairment of Goodwill

In accordance with UK generally accepted accounting principles, capitalized goodwill is amortized over its estimated useful life, not exceeding 20 years. The estimated useful life is determined after taking into account such factors as the nature and age of the business and the stability of the industry in which the acquired business operates as well as typical life spans of the acquired products to which the goodwill attaches. Currently the estimated useful lives ascribed to goodwill range from 3 to 20 years. Goodwill relating to acquisitions in the more established book publishing businesses is

typically written off over 20 years while goodwill relating to less established businesses, for example internet-related businesses, where there is no consistent record of profitability, are being written off over 3 to 5 years. The charge for goodwill amortization is a significant item in arriving at our operating profit in the financial statements, and the estimation of useful life can therefore have a material effect on the results. Under US generally accepted accounting principles, we ceased amortization of goodwill and will test goodwill for impairment at least annually.

Under UK GAAP, the carrying value of goodwill is subject to an impairment review at the end of the first full year following an acquisition and at any other time if events or changes in circumstances indicate that the carrying value may not be recoverable whereas under US GAAP it is tested at least annually. Changes in circumstances resulting in a more frequent impairment review may include, but are not limited to, a significant change in which the extent or manner of acquired assets is being used to support the business, continued operating losses and projection of future losses associated with the use of assets or businesses acquired, significant changes in legal or regulatory environments affecting the use and value of the assets, and adverse economic or industry trends.

If the carrying value of assets is deemed not recoverable, we will determine the measurement of any impairment charge on anticipated discounted future cash flows. Significant assumptions are selected by management which impact the calculation of the anticipated future cash flows, with the most critical assumptions being discount rates, the period utilized for the cash flows, and terminal values. Discount rates are generally based on our Group cost of capital adjusted for any inherent risk associated with the specific business. Terminal values incorporate management's estimate of the future life cycle of the business and of the cash flow for the period determined. Although we believe our assumptions to be appropriate, actual results may be materially different and changes to our assumptions and estimates may result in a materially different valuation of the assets. Our cash flow assumptions underlying these projections are also consistent with management's operating and strategic plans for these businesses.

Impairments of goodwill will be evaluated on a discounted cash flow basis for each acquisition under UK generally accepted accounting principles. Impairment evaluations under US generally accepted accounting principles will be prepared at a reporting unit level as defined by Statement of Financial Accounting Standards ("SFAS") No. 142 and will incorporate a two-stage impairment test. It is possible that an impairment may be required under one set of accounting principles and not the other.

Investments

Management reviews the carrying value of investments annually and records a charge to profit if an other-than temporary decline in the carrying value is deemed to have arisen. To assess the recoverability of the carrying value of our investments and to determine if a write-down in carrying value is other-than-temporary, we consider several factors such as the investee's ability to sustain an earnings capacity which would justify the carrying amount, the current fair value (using quoted market prices, when available), the length of time and the extent to which the fair value has been below carrying value, the financial condition and prospects of the investees, and the overall economic outlook for the industry. The evaluation of such factors involves significant management judgment and estimate in determining when a decline in value is other-than-temporary and ascribing fair value where there is no quoted market value. Changes in such estimates could have a material impact on our financial position and results of operations.

UK GAAP and US GAAP

We prepare our financial statements in accordance with UK GAAP, which differs in significant respects from US GAAP. Our loss for the financial year ended December 31, 2002 under UK GAAP was £111 million compared with a profit of £198 million under US GAAP for the same year. The loss for the financial year ended December 31, 2001 under UK GAAP was £423 million, compared with a

loss of £1,500 million under US GAAP for the same year. The profit for the financial year ended December 31, 2000 under UK GAAP was £174 million compared with profit of £1,362 million under US GAAP for the same year.

Equity shareholders' funds at December 31, 2002 under UK GAAP were £3,338 million compared with £3,708 million under US GAAP. Equity shareholders' funds at December 31, 2001 under UK GAAP were £3,797 million compared with £4,155 million under US GAAP. Equity shareholders' funds at December 31, 2000 under UK GAAP were £4,284 million compared with £6,018 million under US GAAP.

The main differences between UK GAAP and US GAAP relate to goodwill and intangible assets, acquisition and disposal adjustments, derivatives, pensions and stock based compensation, and are discussed in further detail under " Accounting Principles" and in Note 34 to the consolidated financial statements.

Results of Operations

Year ended December 31, 2002 compared to year ended December 31, 2001

Consolidated Results of Operations

Sales

Our total sales increased by £95 million to £4,320 million in 2002, from £4,225 million in 2001. The increase is mainly attributable to Pearson Education and in particular to strong performances in our Professional division and Higher Education division. The £152 million increase at Pearson Education and an £18 million increase at The Penguin Group was partially offset by the decline in FT Group revenues principally due the continuing advertising downturn. Sales were also adversely affected by the strength of sterling compared to the US dollar. We estimate that had the 2001 average rates prevailed in 2002, sales would have been higher by £163 million.

Pearson Education, our largest business sector, accounted for 64% of our sales in 2002, compared to 62% in 2001. North America continued to be the most significant source of our sales and sales from the region continue to increase as a proportion of total sales, accounting for 73% of our sales, compared to 70% in 2001.

Cost of Sales and Net Operating Expenses

The following table summarizes our cost of sales and net operating expenses:

	Year ended December 31					
	2002			2001 (restated)		
	results of operations	goodwill amortization and impairment and other items	total	results of operations	goodwill amortization and impairment and other items	total
	£	£	£	£	£	£
	(in millions)					
Cost of sales	**(2,064)**		**(2,064)**	**(1,902)**		**(1,902)**
Distribution costs	(197)		(197)	(200)		(200)
Administration and other expenses	(1,622)	(302)	(1,924)	(1,745)	(424)	(2,169)
Other operating income	59		59	66		66
Net operating expenses	**(1,760)**	**(302)**	**(2,062)**	**(1,879)**	**(424)**	**(2,303)**

Cost of Sales. Cost of sales consists of costs for raw materials, primarily paper, production costs and royalty charges. Our cost of sales increased by £162 million, or 9%, to £2,064 million in 2002, from £1,902 million in 2001. The increase partly reflects the increase in sales over the period, but there was a reduction in overall gross margins as cost of sales as a percentage of sales increased to 48% in 2002 from 45% in 2001. The main reason for the deterioration in overall gross margins was the sales mix effect with Pearson Education contributing more of our group sales in 2002 than in 2001 and FT Group (which has generally higher margins than the rest of the group) contributing a smaller proportion of group sales in 2002 compared to 2001.

Distribution Costs. Distribution costs consist primarily of shipping costs, postage and packing. Our distribution costs decreased by £3 million, or 2%, to £197 million in 2002, from £200 million in 2001. Distribution costs remained at 5% of sales in both 2002 and 2001.

Administration and Other Expenses. Our administration and other expenses decreased by £245 million, or 11%, to £1,924 million in 2002, from £2,169 million in 2001. Administration and other expenses as a percentage of sales decreased to 45% in 2002, from 51% in 2001. Administration and other expenses in 2002 included a charge of £10 million in respect of the costs of the integration of DK and NCS, goodwill amortization of £282 million and a charge for goodwill impairment of £10 million. In 2001, administration and other expenses included a charge of £74 million in respect of the integration of DK and NCS, goodwill amortization of £292 million and a charge for goodwill impairment of £58 million. Goodwill amortization, impairment and integration costs are described further in the following paragraphs. Excluding these charges in 2002 and 2001, administration and other expenses were 38% of sales in 2002 compared to 41% in 2001. The improvement in 2002 was mainly due to the lower level of expenditure on our internet enterprises.

Goodwill Amortization. Goodwill amortization, including that relating to associates (£48 million in 2002; £83 million in 2001) decreased by £45 million to £330 million in 2002, from £375 million in 2001. The main reason for this decrease over last year is reduced amortization from the RTL Group following its disposal at the beginning of 2002. Goodwill is amortized over its estimated useful life, not exceeding 20 years, and thus this charge is expected to continue for the foreseeable future.

Goodwill Impairment. A charge for goodwill impairment of £10 million was incurred in 2002 in respect of a subsidiary of Recoletos in Argentina. In 2001, £50 million of the total impairment charge of £61 million related to DK and a further £11 million of goodwill impairments were taken in various other businesses (including £3 million relating to an associate).

Integration Costs. Integration costs included within administration and other expenses are primarily the costs for consolidation of property and systems and redundancy programs relating to significant recent acquisitions. In 2002 the total integration cost was £10 million of which £3 million related to DK and £7 million to NCS. In 2001 these costs totalled £74 million of which £45 million related to DK and £29 million to NCS. We do not anticipate any further integration costs from these acquisitions in 2003.

Other Operating Income. Other operating income mainly consists of sub-rights and licensing income and distribution commissions. Other operating income decreased to £59 million in 2002 from £66 million in 2001 with the decrease coming at both Pearson Education and Penguin where distribution commissions we receive for distributing third parties' books has declined.

Operating Profit/Loss

The total operating profit in 2002 of £143 million compares to a loss of £47 million in 2001. This increase was principally due to a reduction in internet losses, reduced goodwill amortization and impairment, and lower integration costs. Our operating profit from continuing operations before goodwill amortization and other items increased by £67 million, or 16%, to £493 million in 2002, from £

426 million in 2001. This increase was primarily due to reduced internet losses at Pearson Education and the FT Group and strong performances from Pearson Education's Higher Education business, The Penguin Group, IDC and Recoletos. Offsetting these increases has been a decline in profit from advertising and technology related businesses, £30 million of back office consolidation costs and an adverse impact from currency movements. In 2002 operating profit was adversely affected by the weakening of the US dollar against sterling. We estimate that had the 2001 average rates prevailed in 2002, operating profit would have been £20 million greater.

Operating profit before goodwill amortization and other items attributable to Pearson Education increased by £52 million, or 19%, to £326 million in 2002, from £274 million in 2001. The increase can be entirely attributed to the reduction in internet losses, with increases in the Higher Education businesses and reduced losses at FT Knowledge being offset by a shortfall in the School businesses.

Operating profit before goodwill amortization and other items attributable to the FT Group increased by £8 million, or 11%, to £80 million in 2002, from £72 million in 2001. The increase was largely due to reduced internet losses and strong performances from IDC and Recoletos. The increase was partly offset by the continued decline of the business advertising market, which has adversely affected all of the FT Group's business newspapers.

Operating profit before goodwill amortization and other items attributable to the Penguin Group increased by £7 million, or 9%, to £87 million in 2002, from £80 million in 2001. The return to profitability of DK was a major contributor to the increase.

Our trading margin increased to 11.4% in 2002, from 10.5% in 2001. The overall increase was primarily due to the reduction in internet losses. After taking out the effect of internet losses there was a decline in trading margins due to a decline in sales at the FT Group where margins have typically been higher than the overall Group margin and lower margins within Pearson Education due to a different mix of sales with the lower margin Professional businesses contributing a greater proportion of Pearson Education sales in 2002.

In 2002 we reduced costs across the Group and especially in those areas (such as business and financial newspapers and technology publishing) where we suffered most in the global slowdown. At the same time we ensured that we continued to invest in product development to sustain future revenue growth and invested a further £30 million in new back office systems and processes that we believe will improve our operating profit in the future.

Non-operating Items

Losses before taxation on the sale of fixed assets, investments, businesses and associates were £37 million in 2002 compared to £128 million in 2001. In 2002 the principal items were a profit of £18 million on the sale of the RTL Group in January 2002 and a provision of £40 million for the loss on sale of our Forum business, which completed in January 2003. Other items include a loss on sale of PH Direct of £8m, a profit of £3 million on finalisation of the sale of the Journal of Commerce by the Economist and various smaller losses on investments and property. In 2001, the most significant items were £36 million for our share of the loss on sale of the Journal of Commerce by the Economist Group, a loss on the sale of iForum of £27 million, £17 million for our share of the net loss on disposals by the RTL Group and the disposal or closure of various smaller businesses and investments totalling £48 million. In 2001 we also sold FT Energy and received net cash proceeds of £43 million, although there was no significant profit and loss impact as the proceeds were equivalent to the carrying value of the business sold.

Amounts Written Off Investments

In 2002, we continued to review our fixed asset investments and concluded that there were no material impairments. In 2001 we wrote off £92 million of our fixed asset investments. This charge

followed a thorough review of our fixed asset investments, principally in the internet and new media arenas, as a result of general economic conditions and stock market declines. We provided £55 million against these investments reflecting the higher of net realizable value and value in use. The biggest items were £17 million for Business.com and £10 million for TimeCruiser. We also reviewed the carrying value of Pearson shares held to secure employee share option plans created at the time of more buoyant stock markets. Following a decline in our share price, we determined that the most appropriate course of action was to write down our investment in own shares to the market price on December 31, 2001 resulting in a charge of £37 million.

Net Finance Costs

Net finance costs consist primarily of net interest expense related to our borrowings. Our total net interest payable decreased by £75 million, or 44%, to £94 million in 2002, from £169 million in 2001. Our average net debt decreased by £748 million from £2,639 million in 2001 to £1,891 million in 2002, while our year end indebtedness decreased to £1,408 million in 2002 compared to £2,379 million in 2001. The decrease in net debt follows the receipt of proceeds from the RTL Group disposal and improved cash flow from operations. The weighted average three month LIBOR rate, reflecting our borrowings in US dollars, euro and sterling, fell by 160 basis points, or 1.6%. The effect of these falls was mitigated by our existing portfolio of interest rate swaps, which converted over half of our variable rate commercial paper and bank debt to a fixed rate basis. As a result, our net interest rate payable averaged approximately 5.0% in 2002, falling 1.4% from 2001. During 2002 we took an additional one off charge of £37 million for cancellation of certain swap contracts and the early repayment of debt following the re-balancing of the group's debt portfolio on the receipt of the RTL Group proceeds. For a more detailed discussion of our borrowings and interest expenses see " Liquidity and Capital Resources Capital Resources" and " Borrowing" and "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

Taxation

The overall taxation charge was £64 million in 2002, compared to a benefit of £33 million in 2001. In 2002 the Group recorded a total pre-tax loss of £25 million but there was an overall tax charge for the year of £64 million. This situation reflects the fact that there is only limited relief available for goodwill amortization charged in the profit and loss account. The total tax charge was reduced by a non-operating credit of £45 million attributable to the resolution of the tax position on the disposal of the group's remaining interest in BSkyB. In 2001 there was again only limited taxation relief available on goodwill amortization and only limited taxation relief was recognized on integration costs and losses from internet enterprises. Included in the tax benefit in 2001 was £143 million attributable to settlement during the year of the tax position on the BSkyB and Tussauds disposals which occurred in 1995 and 1998 respectively. The settlement resulted in the reversal of previously established reserves.

The effective taxation rate on adjusted earnings, as defined below under " Earnings Per Ordinary Share", decreased from 34.0% to 32.8%. The decrease was attributable to two main factors. There was a more favourable mix of profits between higher and lower tax regimes than in 2001; in addition there was a benefit from prior year adjustments.

Minority Interests

Minority interests principally consist of the public's 40% interest in IDC and the public's 21% interest in Recoletos.

Loss for the Financial Year

The loss for the financial year after taxation and equity minority interests in 2002 was £111 million compared to a loss in 2001 of £423 million. The decrease in the loss of £312 million was due to the

increase in operating profit including reduced internet losses, goodwill amortization and impairment and integration costs. There was also a significant reduction in amounts written off investments and losses on the sale of fixed assets, investments, businesses and associates in 2002 compared to 2001 and reduced finance charges which more than made up for an increase in the tax charge in 2002.

Loss Per Ordinary Share

The loss per ordinary share, which is defined as the loss divided by the weighted average number of shares in issue, was 13.9 pence in 2002 compared to 53.2 pence in 2001 based on a weighted average number of shares in issue of 796.3 million in 2002 and 795.4 million in 2001. This increase was due to the decrease in the overall loss for the financial year described above and was not significantly affected by the increase in the weighted average number of shares.

Adjusted earnings per ordinary share increased to 30.3 pence in 2002 from 21.4 pence in 2001. Adjusted earnings exclude the profits or losses on the sale of fixed assets and investments, businesses and associates, integration costs and goodwill amortization and impairment. Also excluded in 2002 was the one off charge for early repayment of debt and cancellation of swap contracts following the receipt of proceeds from the RTL Group disposal.

In 2002 and 2001, the Group made a loss for the financial year and the effect of share options is anti-dilutive and therefore a diluted loss per share is not shown.

Exchange Rate Fluctuations

The weakening of the US dollar against sterling on an average basis had a negative impact on reported sales and profits in 2002 compared to 2001. We estimate that if the 2001 average rates had prevailed in 2002, sales would have been higher by £163 million and operating profit would have been higher by £20 million. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk" for a discussion regarding our management of exchange rate risks.

Operating Profit by Division

The following table summarizes our operating profit by division:

	Year ended December 31			
	2002		2001(2)	
	£	%	£	%
	(in millions)			
Operating Profit before Goodwill Amortization, Goodwill Impairment and Integration Costs(1)				
Pearson Education	326	66	274	64
FT Group	80	16	72	17
The Penguin Group	87	18	80	19
Continuing Operations	**493**	**100**	**426**	**100**
Goodwill Amortization				
Pearson Education	(244)		(254)	
FT Group	(65)		(67)	
The Penguin Group	(18)		(19)	
Continuing Operations	**(327)**		**(340)**	
Goodwill Impairment				
Pearson Education			(8)	
FT Group	(10)		(3)	
The Penguin Group			(50)	
Continuing Operations	**(10)**		**(61)**	
Integration Costs				
Pearson Education	(7)		(29)	
FT Group				
The Penguin Group	(3)		(45)	
Continuing Operations	**(10)**		**(74)**	
Total Operating Profit/(loss)				
Pearson Education	75	51	(17)	
FT Group	5	4	2	
The Penguin Group	66	45	(34)	
Continuing Operations	**146**	**100**	**(49)**	

(1) Discontinued operations contributed £nil to operating profit before goodwill amortization and other items in 2002 and a £3 million loss after those items in 2002. The equivalent figures in 2001 were profits of £37 million and £2 million respectively.

(2) Percentages are not meaningful for total operating profit/loss given the mixture of profits and losses and hence have not been included.

Under UK GAAP goodwill amortization and integration costs are not allocated below segment level. Consequently operating profit before goodwill amortization and other items is the comparable GAAP measure for the individual businesses discussed below.

Pearson Education

Pearson Education's sales increased by £152 million, or 6%, to £2,756 million in 2002 from £2,604 million in 2001, principally due to the sales from our Professional business and its contract with the newly-formed Transportation Security Administration ("TSA") to recruit 64,000 security personnel for US airports. The contract was awarded in March 2002 and was substantially complete by the end of December 2002. Pearson Education's 2002 sales comprised 64% of Pearson's total sales. Operating profit before goodwill amortization and other items increased by £52 million or 19% from £274 million in 2001 to £326 million in 2002. The increase can be attributed to the reduction in internet losses with increases in the Higher Education businesses and reduced losses at FT Knowledge being offset by a shortfall in the School businesses and £20m of back office consolidation costs.

The School business sales decreased by £115 million, or 9%, to £1,151 million in 2002, from £1,266 million in 2001. In the US in 2002, our school publishing revenues were affected by a slower adoption cycle than in 2001 and our decision to compete in fewer adoptions in 2002. Overall our share of the US school publishing market fell to 24.0% in 2002 compared to 24.5% in 2001. US school testing revenues increased in 2002 but were offset by a decline in revenues from the school software business primarily due to the deferral of a number of contracts into 2003. Operating profit before goodwill amortization and other items for the school business decreased by £27 million or 16%, to £140 million in 2002 from £167 million in 2001. The decrease reflects the decline in sales and the fact that testing revenues (with lower than average margins) made up for some of the shortfall in publishing.

The Higher Education business increased sales by £54 million, or 7%, to £775 million in 2002, from £721 million in 2001. This increase is attributable to a general increase in the college population and our taking a greater share of the overall market in 2002. The business also continued to benefit from its lead in making online services an integral part of its products. The custom publishing business, which produces text books and course materials custom-made for individual college professors continued its rapid growth. On a geographical basis, sales in 2002 were particularly strong in the US and Europe. Operating profit before goodwill amortization and other items increased by £15 million or 12%, from £127 million in 2001 to £142 million in 2002.

Sales in the Professional business increased by £226 million, or 41%, to £784 million in 2002, from £558 million in 2001. Operating profit before goodwill amortization and other items increased by £1 million or 1%, to £81 million in 2002, from £80 million in 2001. A major investment in 200 professional certification centres across the US (which opened for business in the fourth quarter of 2002), along with further decline in our higher-margin technology publishing businesses particularly in the US and Europe, meant that profits grew considerably slower than revenues. In the US, revenues were significantly higher than in 2001 principally due to the contract with the TSA. This contract involved creating a qualification, assessment, staffing and placement system for 64,000 security screeners at over 400 airports in the US. In addition the contract provided human resource services for airport security screeners, law enforcement officers and other TSA personnel in compliance with federal law, regulation and policy allowing the TSA to meet or exceed dated mandates or other legislative requirements. The contract was awarded in March 2002 and was substantially complete by the end of December 2002. As with all federal contracts, this contract continues to be subject to government audit for up to three years after the completion of services. At this stage we believe we have recognized an appropriate level of profit on the contract and are adequately covered for the consequences of the government audit. We have not made any provision for claims made under the TSA contract which are not subject to US government indemnification, as we consider this scenario unlikely. Gross billings under this contract in 2002 were £435 million ($700 million) of which £180 million ($290 million) was pass through costs recharged directly to the TSA and not recognized as revenue in our financial statements. Of the remaining £255 million ($410 million) of revenue recognized over £186 million ($300 million) was attributable to our Government Solutions business with the balance being earned by the Assessments and Testing business.

Industry conditions for FT Knowledge were particularly tough as major corporations continued to cut back their training budgets. Sales at FT Knowledge were down by £13 million, or 22%, to £46 million in 2002, from £59 million in 2001. Losses were reduced by £11 million from £23 million in 2001 to £12 million in 2002 as we scaled back this business. In January 2003 we sold the Forum business, a significant part of FT Knowledge.

FT Group

Sales in the FT Group decreased by £75 million, or 9%, to £726 million in 2002, from £801 million in 2001. The decline in sales at the newspaper businesses was principally due to lower advertising revenue. Sales were down in each of the FT Group businesses except IDC where sales were up by £14 million or 7% on 2001.

The FT Group's operating profit, before goodwill amortization and other items, increased by £8 million, or 11%, to £80 million in 2002, from £72 million in 2001. The increase was in spite of the significant reduction in revenue and was due to profit growth at IDC and Recoletos, successful cost reduction programmes across the group, and sharply lower internet losses of £34 million down from £60 million in 2001. Excluding the benefit of lower internet losses the FT Group's profit declined by £18 million or 14%.

Sales at the *Financial Times* newspaper decreased by £48 million, or 19%, to £202 million in 2002, from £250 million in 2001. Operating profit before goodwill amortization and other items decreased by £30 million, or 97%, to £1 million in 2002, from £31 million in 2001. Industry conditions remained difficult for the FT's major advertising categories, including financial services, technology and business to business. Advertising volumes fell by 24% (on top of a 29% fall in 2001) The average daily circulation for the newspaper in December 2002 was 473,587, 6% lower than the equivalent period in 2001. Most of this decline was in the UK.

Other FT Publishing businesses (*Les Echos* and FT Business) saw revenues decline by £36 million, or 26%, in total from £138 million in 2001 to £102 million in 2002. Operating profit before goodwill amortization and other items also declined by £8 million, or 38%, from £21 million in 2001 to £13 million in 2002. Les Echos saw advertising revenues fall sharply and average daily circulation was 121,000 a 6% decline on 2001 but well ahead of the decline in the overall market. FT Business saw falls in both sales and profits even though its major titles *Investors Chronicle, The Banker* and *Financial Advisor* all strengthened their market positions in 2002.

Operating losses from joint ventures and associates within the FT Group decreased by £7 million, or 70%, to an overall loss of £3 million in 2002, from a loss of £10 million in 2001. *FT Deutschland,* our joint venture with Gruner + Jahr, grew its advertising revenues slightly, in spite of a tough German advertising market, and increased its circulation revenues by 14% to an average daily circulation of 89,000 at the end of 2002. The Economist Group, in which Pearson owns a 50% interest, offset falling advertising revenues with tight cost controls and worldwide circulation grew by 6% to 881,259 in 2002.

Sales at Recoletos decreased by £2 million, or 1%, to £148 million in 2002, from £150 million in 2001. Operating profit before goodwill amortization and other items increased by £6 million, or 26%, to £29 million in 2002, from £23 million in 2001. The increase in operating profit was primarily due to actions taken in 2001 to reduce costs. After a successful re-launch *Marca*, Spain's leading sports newspaper grew its circulation by 2% to 382,000 and increased advertising revenues and profits. Circulation at business newspaper *Expansion* was 9% lower and advertising revenues were 25% lower.

Sales at IDC increased by £14 million, or 7%, to £226 million in 2002, from £212 million in 2001. Operating profit before goodwill amortization and other items increased by £7 million, or 10%, to £74 million in 2002, from £67 million in 2001. Contract renewal rates in IDC's institutional business (which accounts for approximately 90% of revenues) ran at 95%. IDC also benefited from the launch

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of several new products and the integration of Merrill Lynch's Securities Pricing business, Pierce, Fenner & Smith Incorporated.

Internet revenues at the FT Group decreased by £3 million, or 6%, from £51 million in 2001 to £48 million in 2002. Losses from internet enterprises were reduced by £26 million, or 43%, from £60 million in 2001 to £34 million in 2002 as the initial phase of investment in the business was completed. FT.com broke even in the fourth quarter of 2002. Despite the introduction of paid-for elements of the site, FT.com's popularity continued to grow, with more than 40,000 new paid subscribers and 3.5 million unique monthly users in January 2003.

The Penguin Group

Sales at The Penguin Group increased by £18 million, or 2%, to £838 million in 2002, from £820 million in 2001. In the US Penguin published 24 titles that became New York Times number one bestsellers, more than any other publisher and a 25% increase on 2001. In the UK, Penguin posted its best performance on the bestseller lists for a decade as 45 titles reached the Nielsen Bookscan top 15, a 10% increase on 2001. This strong performance helped Penguin gain market share in both the US and UK.

The Penguin Group's operating profit before goodwill amortization and other items increased by £7 million, or 9%, to £87 million in 2002, from £80 million in 2001. The increase in operating profit was primarily due to Dorling Kindersley, whose profits increased by £15 million as it benefited from its integration with Penguin. The increase in profits at DK was partially offset by a £10 million investment in consolidating and improving back office systems and processes.

After goodwill amortization and other items, the operating profit for 2002 was £66 million compared to a loss in 2001 of £34 million. This was mainly due to the goodwill impairment charge of £50 million taken in 2001 and a reduction in integration costs of £42 million associated with DK.

Discontinued Operations

On December 24, 2001, we announced the disposal of our 22% stake in the television business, RTL Group. The sale was completed on January 30, 2002 for cash proceeds of E1.5 billion and the results of the television business have now been shown in discontinued operations. There were no sales for the television business in 2001 as RTL Group was included in our results as an associate, rather than a subsidiary. Sales of RTL Group were not consolidated, rather, only our share of profit before interest, net interest and taxation is reflected in our financial results. Television's operating loss was £3 million in 2002 compared to a profit of £2 million in 2001. The 2002 figures include only the results up to the date of disposal in January 2002. The 2001 operating profit figures includes our share of the RTL Group operating profit of £37 million less goodwill amortization of £35 million.

Year ended December 31, 2001 compared to year ended December 31, 2000

Consolidated Results of Operations

Sales

Our total sales increased by £351 million to £4,225 million in 2001, from £3,874 million in 2000. Sales from continuing operations increased by £536 million, or 15%, when sales from the television business of £185 million in 2000 are excluded. The television division was accounted for as an associate after the contribution of Pearson Television to RTL Group in July 2000, and sales have therefore not been consolidated subsequent to that date. The increase is due mainly to the inclusion of a full year contribution from NCS Pearson in 2001 and underlying growth from the Pearson Education and The Penguin Group businesses. The increase was partly offset by a decline in revenues from the FT Group principally due to a fall in advertising revenues. Sales benefited from the weakening of sterling against

the US dollar. We estimate that had the 2000 average rates prevailed in 2001, sales would have been lower by £79 million.

Pearson Education, our largest business sector, accounted for 62% of our sales from continuing operations in 2001, compared to 57% in 2000. North America was the most significant source of our sales, accounting for 70% of our sales from continuing operations in 2001, compared to 66% in 2000.

Cost of Sales and Net Operating Expenses

The following table summarizes our cost of sales and net operating expenses:

Year ended December 31					
2001 (restated)			2000 (restated)		
Results of operations	Goodwill amortization and impairment and other items	Total	Results of operations	Goodwill amortization and impairment and other items	Total

	Year ended December 31					
	£	£	£	£	£	£
	(in millions)					
Cost of sales(1)	**(1,902)**		**(1,902)**	**(1,633)**	**(8)**	**(1,641)**
Distribution costs	(200)		(200)	(180)		(180)
Administration and other expenses	(1,745)	(424)	(2,169)	(1,693)	(222)	(1,915)
Other operating income	66		66	82		82
Net operating expenses(2)	**(1,879)**	**(424)**	**(2,303)**	**(1,791)**	**(222)**	**(2,013)**

(1) Cost of sales in 2000 includes £114 million attributable to discontinued businesses.

(2) Net operating expenses in 2000 includes £43 million attributable to discontinued businesses.

Cost of Sales. Cost of sales consists of costs for raw materials, primarily paper, production costs and royalty charges. Our cost of sales increased by £261 million, or 16%, to £1,902 million in 2001, from £1,641 million in 2000. The increase was mainly a reflection of the increase in sales over the period, although there was a deterioration in overall gross margins as cost of sales as a percentage of sales increased to 45% in 2001 from 41% from continuing operations in 2000. Gross margins were slightly lower in 2001 at Pearson Education, FT Group and The Penguin Group with the overall gross margin also being affected by the mix of sales. FT Group, with the highest margins, contributed a lower percentage of total sales in 2001 than in 2000. In 2000, cost of sales included an exceptional charge of £8 million in respect of the costs of the integration of DK. Excluding this charge, the decline in gross margins would have been slightly higher.

Distribution Costs. Distribution costs consist primarily of shipping costs, postage and packing. Our distribution costs increased by £20 million, or 11%, to £200 million in 2001, from £180 million in 2000 in line with the growth in sales. Distribution costs remained at 5% of sales in both 2001 and 2000.

Administration and Other Expenses. Our administration and other expenses increased by £254 million, or 13%, to £2,169 million in 2001, from £1,915 million in 2000. Administration and other expenses as a percentage of sales increased to 51% in 2001, from 49% in 2000. Administration and other expenses in 2001 included a charge of £74 million in respect of the costs of the integration of DK and NCS, goodwill amortization of £292 million and a charge for goodwill impairment of £58 million. In 2000, administration and other expenses included a charge of £32 million in respect of the integration of DK, NCS and the businesses acquired from Simon & Schuster and goodwill amortization of £190 million. Goodwill amortization, impairment and integration costs are described further in the

following paragraphs. Excluding these charges in 2001 and 2000, administration and other expenses declined to 41% of sales in 2001 from 44% in 2000.

Goodwill Amortization. Goodwill amortization, including that relating to associates (£83 million in 2001; £51 million in 2000), increased by £134 million to £375 million in 2001, from £241 million in 2000. The main reason for the increase over last year is that we incurred full year amortization charges in respect of NCS and DK for the first time in 2001. There were also full year charges following the IDC, Family Education Network and RTL Group transactions in 2000. Goodwill is amortized over its estimated useful life, not exceeding 20 years, and thus this charge is expected to continue for the foreseeable future.

Goodwill Impairment. A charge of £61 million (including £3m relating to associates) was incurred in 2001 in respect of impairments following a review of the recoverability of the carrying value of goodwill. DK accounted for £50 million of this charge. DK was purchased in May 2000 for a price of £318 million plus embedded net debt of £49 million. Although DK adds value to both The Penguin Group and Pearson Education, the integration has taken longer to achieve than we initially anticipated and we have also reduced the revenue base by eliminating unprofitable publishing. Taken together with a difficult economic environment, which has affected DK's travel guides in particular, we have written down the value of DK on the basis of revised cash flow forecasts. A further £11 million of goodwill impairments was taken in various

other businesses, the largest of which was a Latin American subsidiary. There were no goodwill impairments recorded in 2000.

Integration Costs. Integration costs included within administration and other expenses are primarily the costs for consolidation of property and systems and redundancy programs relating to significant recent acquisitions. In 2001 the total integration cost was £74 million of which £45 million related to DK and £29 million to NCS. In 2000 these costs totaled £32 million of which £19 million related to DK, £4 million to NCS and £9 million to the businesses acquired from Simon & Schuster.

Other Operating Income. Other operating income decreased to £66 million in 2001 from £82 million in 2000 due primarily to reduced rights and royalty income at television as a result of its being accounted for as an associate investment subsequent to the completion of the RTL Group transaction in July 2000.

Operating Profit/Loss

The total operating loss in 2001 of £47 million compares to a profit of £209 million in 2000. This decrease was due to full year goodwill amortization charges in respect of NCS and DK, the DK goodwill impairment and NCS and DK integration costs. However, our operating profit from continuing operations before goodwill amortization and other items increased by £12 million, or 3%, to £426 million in 2001, from £414 million in 2000. This increase was primarily due to reduced internet losses at Pearson Education and the FT Group and a full year profit contribution from NCS. Offsetting these rises was a decline in profit from the FT Group primarily due to reduced advertising revenue. Operating profit benefited from the weakening of sterling against the US dollar. We estimate that had the 2000 average rates prevailed in 2001, operating losses would have been £16 million greater.

Operating profit before internet enterprises, goodwill amortization and other items attributable to Pearson Education increased by £31 million, or 10%, to £351 million in 2001, from £320 million in 2000, primarily due to the full year contribution from NCS of £63 million in 2001 compared to operating profit of £15 million contributed in 2000 for the period from September 2000.

Operating profit before internet enterprises, goodwill amortization and other items attributable to the FT Group decreased by £79 million, or 37%, to £132 million in 2001, from £211 million in 2000. The decline was largely due to a fall in advertising-related profits following tough conditions in the advertising market and was partially offset by the strong performance of the IDC business.

Operating profit before internet enterprises, goodwill amortization and other items attributable to the The Penguin Group increased by £1 million, or 1%, to £80 million in 2001, from £79 million in 2000. Operating profits in 2001 included a loss of £7 million for DK compared to a break-even position for the seven months of ownership in 2000.

Our pre-internet trading margin, which measures the ratio of our trading profit, which is operating profit excluding income from investments, joint ventures and associates and losses from internet enterprises, to our sales, decreased to 13.6% in 2001, from 16.5% in 2000. This was primarily due to a decline in sales at the FT Group where margins have typically been higher than the overall Group margin.

In 2001, as it became clear that FT sales would fall short of expectations, we took action to reduce first our variable costs, such as marketing and investment in new projects, and then our infrastructure costs, including our salary bill. This inevitably meant a reduction in numbers of people employed, although we achieved this wherever possible without recourse to compulsory redundancy programs. These cost initiatives mitigated the impact on trading margin of the shortfall in sales, although margins still came under pressure.

Non-operating Items

Losses before taxation on the sale of fixed assets, investments, businesses and associates was £128 million in 2001 compared to profits of £241 million in 2000. In 2001, the most significant items were £36 million for our share of the loss on sale of the Journal of Commerce by the Economist Group, a loss on the sale of iForum, of £27 million, £17 million for our share of the net loss on disposals by the RTL Group and the disposal or closure of various smaller businesses and investments totalling £48 million. In 2001 we also sold FT Energy and received net cash proceeds of £43 million, although there was no significant profit and loss impact as the proceeds were equivalent to the carrying value of the business sold. In 2000, the most significant items were a profit of £231 million on the sale of our interest in the Lazard banking houses, a profit of £86 million on the sale of 20% of our interest in Recoletos and a loss of £76 million on the sale of a number of small businesses.

Amounts Written Off Investments

In 2001 we wrote off £92 million of our fixed asset investments. There were no such write-offs in 2000. The 2001 charge followed a thorough review of our fixed asset investments, principally in the internet and new media arenas as a result of general economic conditions and stock market declines. We provided £55 million against these investments reflecting the higher of net realizable value and value in use. The biggest items were £17 million for Business.com and £10 million for TimeCruiser. We also reviewed the carrying value of Pearson shares held to secure employee share option plans created at the time of more buoyant stock markets. Following a decline in our share price, we determined that the most appropriate course of action was to write down our investment in our own shares to the market price on December 31, 2001 resulting in a charge of £37 million.

Net Finance Costs

Net finance costs consist primarily of the net interest expense related to our borrowings. Our total net interest payable increased by £12 million, or 8%, to £169 million in 2001, from £157 million in 2000. Our average net debt increased by £375 million from £2,264 million in 2000 to £2,639 million in 2001, while our year end indebtedness increased to £2,379 million in 2001 compared to £2,301 million in 2000. The increase in average net borrowing more than offset the effect of a decrease in our net interest rates during 2001. The weighted average three month LIBOR rate, reflecting our borrowings in US dollars, euro and sterling, fell by 230 basis points, or 2.3%. This decrease was offset by our existing portfolio of interest rate swaps, which converted over half of our variable rate commercial paper and

bank debt to a fixed rate basis. As a result, our net interest rate payable averaged approximately 6.4% in 2001, falling only 0.5% from 2000. For a more detailed discussion of our borrowings and interest expenses see " Liquidity and Capital Resources Capital Resources" and " Borrowing" and "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

Other net finance costs in 2000 included a charge of £16 million in respect of the acceleration of the amortization of an arrangement fee relating to a borrowing facility which was redeemed early and a charge of £8 million in respect of a premium which was paid relating to a forward currency option in connection with the acquisition of NCS. There were no similar items in 2001.

Taxation

The overall taxation benefit was £33 million in 2001, compared to a charge of £96 million in 2000. In 2001 the Group recorded a total pre-tax loss of £436 million and the tax benefit of £33 million represents an effective rate of 8%. This compares to an effective rate of 36% in 2000. In both 2001 and 2000 only limited taxation relief was available on goodwill amortization and only limited taxation relief was recognized on integration costs and losses from internet enterprises. In 2001, taken together, these items were more significant than they had been in 2000 and there was little or no tax relief available on goodwill impairments and amounts written off investments. The overall taxation on the sale of fixed assets, investments, businesses and associates was a £123 million benefit in 2001 compared to a charge of £29 million in 2000. Included in the tax benefit in 2001 was £143 million attributable to settlement during the year of the tax position on the BSkyB and Tussauds disposals which occurred in 1995 and 1998 respectively. The settlement resulted in the reversal of previously established reserves. The most significant item in 2000 was a profit of £231 million on the sale of our interest in the Lazard banking houses which yielded a relatively low effective taxation rate.

The effective taxation rate on adjusted earnings, as defined below under " Earnings Per Ordinary Share", increased from 30.6% to 31.4% before internet enterprises and from 28.5% to 34.0% after internet enterprises. The increase was mainly attributable to the increase in the overall tax on profits (including those of associates) arising outside the United Kingdom and United States.

Minority Interests

Minority interests consist of the public's 21% interest in Recoletos following its initial public offering in September 2000, and the public's 40% interest in Interactive Data Corporation following the combination of our FT Interactive Data business with Data Broadcasting Corporation in February 2000.

Loss for the Financial Year

The loss for the financial year after taxation and equity minority interests in 2001 was £423 million compared to a profit in 2000 of £174 million. The decrease of £597 million was in spite of an increase in operating profit from continuing operations before goodwill and integration costs of £12 million. The difference is primarily due to the increase in goodwill amortization in respect of our acquisitions of NCS and DK, the charge for goodwill impairment relating to DK and amounts written off investments and losses on the sale of fixed assets, investments, businesses and associates in 2001 compared to profits in 2000.

Loss Per Ordinary Share

The loss per ordinary share, which reflects the loss divided by the weighted average number of shares in issue, was 53.2 pence in 2001 compared to earnings per share of 23.9 pence in 2000 based on a weighted average number of shares in issue of 795.4 million in 2001 and 727.7 million in 2000. This decrease in earnings per ordinary share was primarily due to the increase in goodwill amortization in respect of our acquisitions of NCS and DK, the charge for goodwill impairment relating to DK and

amounts written off investments and losses on the sale of fixed assets, investments, businesses and associates in 2001 compared to profits on disposal in 2000 partially offset by the effect of the increase in the weighted average number of shares.

Adjusted earnings per ordinary share decreased to 21.4 pence in 2001 from 30.6 pence in 2000. Adjusted earnings exclude the profits or losses on the sale of fixed assets and investments, businesses and associates, integration costs and goodwill amortization and impairment. Also excluded in 2000 were the accelerated amortization of a financing arrangement fee following the early redemption of a borrowing facility and the premium paid in respect of a forward currency option in connection with the acquisition of NCS.

In 2001, as the Group made a loss for the financial year, the effect of share options is anti-dilutive and a diluted loss per share is therefore not shown. The diluted earnings per ordinary share was 23.4 pence in 2000. Earnings dilution included the tax benefit on the conversion of certain share options by employees and, after taking into account the effect of dilutive share options, the weighted average number of ordinary shares outstanding was 803.2 million in 2001 and 736.1 million in 2000.

Exchange Rate Fluctuations

The weakening of sterling against the US dollar on an average basis had a positive impact on reported sales and profits in 2001 compared to 2000. We estimate that if the 2000 average rates had prevailed in 2001, sales would have been lower by £79 million and operating profit would have been lower by £16 million. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk" for a discussion regarding our management of exchange rate risks.

Operating Profit by Division

The following table summarizes our operating profit by division:

	Year ended December 31			
	2001(2)		2000	
	£	**%**	**£**	**%**
	(in millions)			
Operating Profit before Goodwill Amortization, Goodwill Impairment and Integration Costs				
Pearson Education	274	64	237	57
FT Group	72	17	98	24
The Penguin Group	80	19	79	19
Continuing Operations	**426**	**100**	**414**	**100**

	Year ended December 31			
Goodwill Amortization				
Pearson Education	(254)		(160)	
FT Group	(67)		(53)	
The Penguin Group	(19)		(13)	
Continuing Operations	**(340)**		**(226)**	
Goodwill Impairment				
Pearson Education	(8)			
FT Group	(3)			
The Penguin Group	(50)			
Continuing Operations	**(61)**			
Integration Costs				
Pearson Education	(29)		(13)	
FT Group				
The Penguin Group	(45)		(27)	
Continuing Operations	**(74)**		**(40)**	
Total Operating Profit/(loss)				
Pearson Education	(17)		64	43
FT Group	2		45	31
The Penguin Group	(34)		39	26
Continuing Operations	**(49)**		**148**	**100**

(1) Discontinued operations contributed £37 million to operating profit before internet enterprises, goodwill amortization, impairment and other items in 2001 and £2 million after those items in 2001. The equivalent figures in 2000 were £76 million and £61 million.

(2) Percentages are not meaningful for total operating profit/loss given the mixture of profits and losses and hence have not been included.

Under UK GAAP, goodwill amortization and integration costs are not allocated below segment level. Consequently operating profit before goodwill amortization and other items is the comparable GAAP measure for the individual businesses discussed below.

Pearson Education

Pearson Education's sales before internet enterprises increased by £509 million, or 24%, to £2,596 million in 2001 from £2,087 million in 2000, principally due to the full year contribution from NCS of £592 million in 2001 compared to sales of £146 million contributed in 2000 for the period from acquisition in September 2000. Pearson Education's 2001 sales comprised 62% of our total sales, excluding internet enterprises. Internet enterprises contributed an additional £8 million to Pearson Education's sales in 2001, compared to £3 million for 2000. The segmental analysis below has been revised to show the performance of our three major global education markets School, Higher Education and

Professional.

The School business increased sales by £267 million, or 27%, to £1,266 million in 2001, from £999 million in 2000. This increase includes assessment and testing revenues from NCS for a full year but also includes increases at Scott Foresman, our elementary school publisher, and Prentice Hall School, our secondary school publisher.

The Higher Education business increased sales by £22 million, or 3%, to £721 million in 2001, from £699 million in 2000. This increase in sales was partly driven by technology investment, with increased revenues generated through bundled textbook and internet programs, as well as successful textbooks and custom publishing.

Sales in the Professional business increased by £209 million, or 60%, to £558 million in 2001, from £349 million in 2000. This increase in sales was primarily due to the full year contribution from the NCS Pearson data management, government solutions and professional certification operations. Sales from our technology publishing business significantly decreased due to an industry-wide recession.

Sales in FT Knowledge increased by £16 million, or 37%, to £59 million in 2001, from £43 million in 2000. This increase in sales was entirely due to the full year contribution from The Forum Corporation following its acquisition in June 2000.

Pearson Education's operating profit before internet enterprises, goodwill amortization and impairment and other items increased by £31 million, or 10%, to £351 million in 2001, from £320 million in 2000. This increase was due to the full year contribution from NCS of £63 million in 2001 compared to operating profit of £15 million contributed in 2000 for the period from acquisition in September 2000. As a percentage of sales, Pearson Education's operating profit before internet enterprises, goodwill amortization and impairment and other items decreased to 13.5% in 2001, from 15.3% in 2000. This was due in part to actions we took to write off bad debt and tighten our credit terms in Latin America, as economic conditions in the region worsened. It also reflects the fact that the margins made by NCS Pearson operations were lower than those made by the publishing operations: this is due in part to the investment made during the year in developing a range of new software products.

Operating profit after internet enterprises, goodwill amortization and impairment and other items decreased by £81 million to a loss of £17 million in 2001, from a £64 million profit in 2000. This decrease was primarily attributable to an increase in goodwill amortization. For a description of our internet enterprises, see "Internet Enterprises".

FT Group

Sales in the FT Group before internet enterprises decreased by £52 million, or 6%, to £750 million in 2001, from £802 million in 2000. The decline in sales at the newspaper businesses was principally due to lower advertising revenue. This was partly offset by growth at IDC where sales were up by £23 million or 12% on 2000 mainly due to increased subscription revenue from asset pricing services. Internet enterprises contributed an additional £51 million to the FT Group's sales in 2001, an increase of £9 million from £42 million of sales in 2000.

The FT Group's operating profit before internet enterprises, goodwill amortization and other items decreased by £79 million, or 37%, to £132 million in 2001, from £211 million in 2000, primarily due to the decrease in advertising revenue following very tough conditions in that market. There were decreases in operating profit at all the FT Group's businesses except IDC, where profits increased by 14%. As a percentage of sales, operating profit before internet enterprises, goodwill amortization and impairment and other items decreased to 17.6% in 2001 from 26.3% in 2000.

Operating profit after goodwill amortization and other items decreased by £43 million, or 96%, to £2 million in 2001 from £45 million in 2000 mainly due to the decrease in operating profit but partially offset by reduced internet losses. As a percentage of sales, operating profit after goodwill amortization and other items decreased to less than 1% in 2001 from 5.3% in 2000.

Operating profit before goodwill amortization and other items at the *Financial Times* newspaper decreased by £50 million, or 62%, to £31 million in 2001, from £81 million in 2000. The average daily circulation for the newspaper in December 2001 was 3% higher than the equivalent period in 2000 but the decrease in operating profit was due to the sharp decline in advertising revenues in the later part of 2001. Advertising volumes were down 29% and advertising revenues down by 20%. The effect of the downturn in advertising revenues was only partly offset by a series of measures to cut overhead costs.

Other FT Publishing businesses (Les Echos and FT Business) saw operating profit before goodwill amortization and other items fall by £16 million from £37 million in 2000 to £21 million in 2001. Operating profit before goodwill amortization and other items at Les Echos Group decreased by £13 million, or 45%, to £16 million in 2001, from £29 million in 2000. This decrease in operating profit was attributable to the decline in advertising revenues as circulation revenues remained consistent in 2001 with 2000.

Operating losses from joint ventures and associates within the FT Group increased by £5 million to an overall loss of £10 million in 2001, from a loss of £5 million in 2000. This decrease in operating profit was primarily due to a reduced contribution from The Economist Group and further losses at *Financial Times Deutschland*.

Operating profit before goodwill amortization and other items at Recoletos decreased by £15 million, or 39%, to £23 million in 2001, from £38 million in 2000. Revenues in 2001 were consistent with 2000 with a decline in advertising revenue being offset by cover price increases and higher circulation revenues. The decrease in operating profit was primarily due to investment by the group in new media channels and new markets in the Spanish-speaking world.

Operating profit before goodwill amortization and other items at IDC increased by £8 million, or 14%, to £67 million in 2001, from £59 million in 2000. The institutional business, which provides asset pricing services to major financial institutions on a subscription basis, accounts for 90% of IDC revenues and continued to increase sales and profits in 2001.

The Penguin Group

Sales at The Penguin Group increased by £65 million, or 9%, to £820 million in 2001, from £755 million in 2000. This increase in sales was partly attributable to the first full year of sales from DK following its acquisition in May 2000. DK sales in 2001 were £146 million compared to £125 million in 2000. Additional sales in 2001 also came from a strong bestseller performance partially offset by a decline in travel books and backlist sales.

The Penguin Group's operating profit before goodwill amortization and other items increased by £1 million, or 1%, to £80 million in 2001, from £79 million in 2000. This increase in operating profit was primarily due to the increase in sales but was offset by losses at DK of £7 million compared to a break-even position for the 7 months of ownership in 2000. Excluding DK, as a percentage of sales,

operating profit before internet enterprises, goodwill amortization and impairment and other items remained roughly consistent in 2001 at 12.9% compared to 12.5% in 2000.

After internet enterprises, goodwill amortization and other items, the operating loss for 2001 was £34 million compared to a profit in 2000 of £39 million, due to an increase in goodwill amortization of £6 million, the charge for goodwill impairment of £50 million and an increase in integration costs of £18 million all associated with DK.

Internet Enterprises

Sales in our internet enterprises increased by £14 million, to £59 million in 2001, from £45 million in 2000. Of the £59 million of sales in 2001, £51 million were in the FT Group and £8 million were in Pearson Education. Internet enterprises sales consisted primarily of advertising revenue and expenses consisted primarily of marketing costs and salaries. Operating losses in our internet enterprises decreased by £59 million, to £137 million in 2001, from £196 million in 2000. Of the £137 million loss in 2001, £60 million was incurred by the internet enterprises of the FT Group compared to £113 million in 2000, and £77 million was incurred by the internet enterprises of Pearson Education compared to £83 million in 2000. Losses were lower in our internet enterprises as start up costs in 2000 were reduced during 2001 as these enterprises became more fully integrated with their respective businesses. As a result of this increased integration, the identification of internet revenues and costs is becoming more difficult. For 2002 we have reported all our results by division after the inclusion of results from internet enterprises.

Discontinued Operations

On December 24, 2001 we announced the disposal of our 22% stake in RTL Group. The sale was completed on January 30, 2002 for cash proceeds of E1.5 billion and the results of the television business were shown in discontinued operations. There were no sales for the television business in 2001 as RTL Group is included in our results as an associate, rather than a subsidiary. Sales of RTL Group are not consolidated; only our share of profit before interest, net interest and taxation is reflected in our financial results. In 2000, sales were £185 million due to the contribution from Pearson Television prior to the combination of that business with CLT-UFA to form RTL Group in July 2000. Television's

operating profit before internet enterprises, goodwill amortization and impairment and other items was £37 million in 2001 and £68 million in 2000. The main reason for the decrease in operating profit was the decline in advertising related revenue and profits in 2001. Of the £68 million in operating profit at television in 2000, £32 million was attributable to the operation prior to the RTL Group transaction and £36 million was attributable to our share of the RTL Group operating profit since the RTL Group transaction. Operating profit after internet enterprises, goodwill amortization and impairment and other items was £2 million in 2001 and £53 million in 2000. The decrease in operating profit resulted from a full year of goodwill amortization related to the RTL Group transaction as well as the reduced contribution from advertising. Neither sales nor operating profit at television were affected by our internet enterprises in 2001 or 2000.

In March 2000, we completed the sale of our interests in the Lazard banking houses group of investment banks to Financière et Industrielle Gaz et Eaux S.A. for £396 million. In addition to this stated purchase price, we received a £40 million dividend. The Lazard banking houses provide corporate finance advice and, to a lesser extent, participate in fee-earning business activities, such as fund management and securities trading. In 2000, our interests in the Lazard banking houses produced an operating profit of £8 million.

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Liquidity and Capital Resources

Cash Flows and Financing

Net cash inflow from operating activities increased by £39 million, or 8%, to £529 million in 2002, from £490 million in 2001. The main reason for this increase was a reduction in the cash outflow from reduced spending on our internet enterprises partly offset by an increased cash outflow on pensions and other post retirement benefits of £50 million. Despite the sales growth, the overall cash impact from changes in working capital was consistent between 2002 and 2001. Compared to 2000, the net cash inflow from operating activities in 2001 increased by £129 million, or 36%, to £490 million from £361 million. The main reason for this increase was reduced cash invested in inventory and receivables together with the reduction in cash outflow from internet enterprises.

We generally made capital expenditures to replace or upgrade existing equipment, although capital expenditure declined in 2002 by £39 million from £165 million in 2001 to £126 million in 2002. Capital expenditure in 2000 was £139 million. Capital expenditure in 2001 included costs associated with a warehousing integration program at Pearson Education in New Jersey and the capital costs of consolidating various of our UK offices on one site at the Strand in London. The purchase of investments accounted for a cash outflow of £21 million in 2002, compared to £35 million in 2001 and £132 million in 2000. Of the cash outflow for investments in 2002, we paid £17 million for equity shares in Pearson plc compared to £11 million in 2001 and £71 million in 2000. These shares are being held to meet obligations under various executive and employee share plans.

The acquisition of businesses accounted for a cash outflow of £87 million in 2002, compared to £128 million in 2001 and £2,276 million in 2000. The principal acquisition in 2002 was the purchase of Merrill Lynch Securities Pricing Service by IDC for net cash in 2002 of £30 million. The largest cash outflow in 2001 was a £30 million payment of deferred consideration related to our acquisition of Forum in 1999. The principal acquisitions in 2000 were the purchase of DK for £317 million and the purchase of NCS for £1,709 million. The sale of businesses and associates contributed a net cash inflow of £923 million in 2002, compared to £42 million in 2001 and £550 million in 2000. Virtually all of the proceeds in 2002 relate to the disposal of the RTL Group and most of the proceeds in 2001 were from the sale of FT Energy. Proceeds in 2000 mainly relate to the disposal of 20% of Recoletos for £170 million and proceeds from the sale of Lazard of £396 million (before expenses and before dividends).

The issue of equity share capital, in connection with the exercise of share options, accounted for a cash inflow of £6 million in 2002, compared to £20 million in 2001 and £1,959 million in 2000. The cash inflow in 2002 reflects fewer share option exercises in the year whilst the Pearson share price has continued to fall. The cash inflow in 2000 includes cash from the issue of equity share capital following the rights issue of equity shares to finance the NCS acquisition.

Net interest paid decreased to £140 million in 2002, from £156 million in 2001. This decrease reflects the overall decrease in interest following the repayment of debt from RTL Group proceeds at the beginning of 2002. Net interest paid in 2000 of £163 million includes the one off payment in respect of a premium relating to a forward currency option in connection with the acquisition of NCS.

Capital Resources

We believe that available funds and the cash flows expected to be generated from operations will be adequate to satisfy our current and planned operations and needs for at least the next 12 months. Our ability to expand and grow our business in accordance with current plans and to meet long-term capital requirements beyond this 12-month period will depend on many factors, including the rate, if any, at which our cash

flow increases and the availability of public and private debt and equity financing, including our ability to secure bank lines of credit. We cannot be certain that additional financing, if required, will be available on terms favorable to us, if at all.

At December 31, 2002, our net debt was £1,408 million compared to net debt of £2,379 million at December 31, 2001. Net debt is defined as all short-term, medium-term and long-term borrowing, less all cash and liquid resources. Liquid resources comprise short-term deposits of less than one year and investments that are readily realizable and held on a short-term basis. Short-term, medium-term and long-term borrowing amounted to £1,983 million at December 31, 2002, compared to £2,772 million at December 31, 2001. At December 31, 2002, cash and liquid resources were £575 million, compared to £393 million at December 31, 2001.

The following table summarizes the maturity of our borrowings and our obligations under non-cancelable operating leases.

	At December 31, 2002				
	Total	**Less than one year**	**One to two years**	**Two to five years**	**After five years**
	£	**£**	**£**	**£**	**£**
	(in millions)				
Gross borrowings:					
Bank loans, overdrafts and commercial paper	192	101		91	
Variable rate loan notes	1			1	
Bonds	1,790	148	458	524	660
Lease obligations	1,222	139	113	267	703
Total	**3,205**	**388**	**571**	**883**	**1,363**

The group had capital commitments for fixed assets, including finance leases already under contract of £12 million. There are contingent liabilities in respect of indemnities, warranties and guarantees in relation to former subsidiaries and in respect of guarantees in relation to subsidiaries and associates. In addition there are contingent liabilities in respect of legal claims. None of these claims or guarantees is expected to result in a material gain or loss.

The group is committed to a quarterly fee of 0.1875% on the unused amount of the group's bank facility.

Borrowings

Our borrowings fluctuate by season due to the effect of the school year on the working capital requirements of the educational book business. Assuming no acquisitions or disposals, our maximum level of net debt normally occurs in July, and our minimum level of net debt normally occurs in December.

We have in place a $1,850 million term revolving credit facility, reduced from $2,500 million in 2002, which matures in July 2005. At December 31, 2002, approximately $1,705 million was available under this facility. This included allocations to refinance short-term borrowings not directly drawn under the facility. The credit facility contains two key covenants measured for each 12 month period ending June 30 and December 31:

We must maintain the ratio of our profit before interest and tax to our net interest payable at no less than 3:1; and

We must maintain the ratio of our net debt to our EBITDA, which we explain below, at no more than 4:1.

The covenants provide for the exclusion from the ratio calculations of specified amounts of internet related expenditures. "EBITDA" refers to earnings before interest, taxes, depreciation and amortization. We are currently in compliance with these covenants.

Treasury Policy

We hold financial instruments for two principal purposes: to finance our operations and to manage the interest rate and currency risks arising from our operations and from our sources of financing.

We finance our operations by a mixture of cash flows from operations, short-term borrowings from banks and commercial paper markets, and longer term loans from banks and capital markets. We borrow principally in US dollars, sterling and euro at both floating and fixed rates of interest, using derivatives where appropriate to generate the desired effective currency profile and interest rate basis. The derivatives used for this purpose are principally interest rate swaps, interest rate caps and collars, currency swaps and forward foreign exchange contracts. For a more detailed discussion of our borrowing and use of derivatives, see "Item 11. Quantitative and Qualitative Disclosures About Market Risk".

Related Parties

There were no significant or unusual related party transactions in 2002, 2001 or 2000. Refer to Note 30 of the financial statements.

Accounting Principles

The following summarizes the principal differences between UK GAAP and US GAAP in respect of our financial statements. See Note 34 to our consolidated financial statements appearing elsewhere in this Annual Report.

Prior to January 1, 1998, under UK GAAP, goodwill was written off to the profit and loss reserve in the year of acquisition. Under US GAAP, as well as UK GAAP from January 1, 1998, goodwill is recognized as an asset and amortization expense is recorded over useful lives ranging between 3 and 20 years. Under US GAAP, goodwill arising from acquisitions completed subsequent to July 1, 2001 is no longer amortized, however it is tested for impairment at the reporting unit level at least annually or more frequently when a triggering event occurs. In addition, amortization for all goodwill balances ceased as of January 1, 2002 under US GAAP. Intangible assets under UK GAAP are recognized only when they may be disposed of without also disposing of the business to which they relate, and for that reason it is rare that intangible assets are separately identified and recorded apart from goodwill. Under US GAAP, there is no similar requirement with respect to acquired intangible assets, and they should be recognized separately from goodwill when they arise from separate contractual or legal rights or can be separately identified and be sold, transferred, licensed, rented or exchanged regardless of intent. Under US GAAP, intangible assets such as publishing rights, non-compete agreements, software, databases, patents and non-contractual customer relationships such as advertising relationships have been recognized and are being amortized over a range of useful lives between 2 and 25 years. The difference in goodwill and intangible assets also creates a difference in the gain or loss recognized on the disposal of a business due to amortization expense taken with respect to the goodwill prior to adoption of SFAS 142 and intangible assets, as UK GAAP requires that goodwill which had not been capitalized and amortized be removed from the profit and loss reserve upon disposal and factored into the gain or loss on disposal calculation.

Under UK GAAP, the group periodically reviews the recoverability of goodwill, based on estimated discounted future cash flows from operating activities compared with the carrying value of goodwill, and recognizes any impairment on the basis of such comparison. Under US GAAP, a two stage impairment test is required at least annually under SFAS 142, which was adopted by the group as of January 1, 2002. The group performed the transitional impairment test under FAS 142 by comparing the carrying value of each reporting unit with its fair value as determined by discounted future cash flows. The group also completed the annual impairment tests required by SFAS 142 at the end of 2002. For further details refer to Note 34 in "Item 18. Financial Statements".

Under UK GAAP, FRS 19, *"Deferred Taxation",* which was adopted for the year ended December 31, 2002 requires a form of full provision to be made for deferred taxes. Deferred taxes are to be accounted for on all timing differences with deferred tax assets recognized to the extent that they are more likely than not recoverable against future taxable profits. Deferred tax assets not considered recoverable are adjusted for through a separate valuation allowance in the balance sheet. Under US GAAP, deferred taxes are accounted for in accordance with SFAS 109, *"Accounting for Income Taxes"* with a full provision also made for deferred taxes on all timing differences and a valuation allowance established for the amount of the deferred tax assets not considered recoverable. This is similar to the treatment required under FRS 19. The primary differences relate to the deferred tax on intangible assets which are not recorded under UK GAAP. Deferred tax may also arise in relation to timing differences of other adjustments required under US GAAP.

In February 2000 we combined our asset valuation business with Data Broadcasting Corporation, retaining a 60% share in the combined business (Interactive Data Corporation). Under UK GAAP this was treated as one transaction, resulting in no net gain or loss, while under US GAAP it was treated as a disposal of the asset valuation business in exchange for an interest in Data Broadcasting Corporation. In July 2000 we combined our television business with CLT-UFA and retained a 22% shareholding in the combined business, RTL Group. Under UK GAAP this was treated as one transaction, resulting in no net gain or loss, while under US GAAP it was treated as a disposal of the Pearson Television business in exchange for an interest in RTL. This disposal gave rise to a gain under US GAAP of £1.3 billion in 2000 and a corresponding difference in capitalized goodwill compared to the goodwill recognized under UK GAAP. The disposal of our stake in RTL Group was announced on December 24, 2001 and the sale was completed on January 30, 2002 for E1.5 billion. Under UK GAAP the sale gave rise to a small gain in 2002 and no entries were booked in the 2001 financial statements relating to the disposal. Under US GAAP the sale realized a loss of £985 million principally due to the higher value of goodwill capitalized in 2000. This loss was recognized under US GAAP in 2001.

Under UK GAAP, there are no specific criteria which must be fulfilled in order to record derivative contracts such as interest rate swaps, currency swaps and forward currency contracts as a hedging instrument. Accordingly, based upon our intention and stated policy with respect to entering into derivative transactions, they have been recorded as hedging instruments for UK GAAP. This means that unrealized gains and losses on these instruments are typically deferred and recognized when realized. Under US GAAP, we have adopted SFAS 133, *"Accounting for Derivative Instruments and Hedging Activities"*. During 2002, 2001 and 2000, our derivative contracts did not meet the prescripted criteria for hedge accounting, and have been recorded at market value at each period end, with changes in their fair value being recorded in the profit and loss account.

Under UK GAAP, the cost of providing pension benefits is expensed over the average expected useful service lives of eligible employees, using long-term actuarial assumptions. Under US GAAP, the annual pension costs comprise the estimated cost of benefits accruing in the period, and actuarial assumptions are adjusted annually to reflect current market and economic conditions. Additionally, under US GAAP, part of the surplus, which is the excess of plan assets over plan liabilities, is recognized on the balance sheet. The remainder of the unrecognized surplus is spread over the employees' remaining service lifetimes.

Under UK GAAP, no compensation costs associated with non-qualified stock option plans are recognized if the value of the option at the date of grant is equal to or greater than the market value on that date. Under US GAAP, we have adopted the fair value method of accounting for options. Compensation expense is determined based upon the fair value at the grant date, and has been estimated using the Black Scholes model. Compensation cost is recognized over the service life of the awards, which is normally equal to the vesting period. Compensation expense is also recognized under US GAAP with respect to UK qualified non-compensatory plans, such as the Save as You Earn option plan and the Worldwide Save for Shares plan, as these plans offer employees a discount of greater than 15% of market value at the date of grant.

For a further explanation of the differences between UK GAAP and US GAAP see Note 34 to the consolidated financial statements.

Recent U.S. Accounting Pronouncements

In June 2002, the FASB issued SFAS 146, "*Accounting for Costs Associated with Exit or Disposal Activities.*" SFAS 146 addresses the accounting for costs to terminate a contract that is not a capital lease, costs to consolidate facilities and relocate employees, and involuntary termination benefits under one-time benefit arrangements that are not an ongoing benefit program or an individual deferred compensation contract. A liability for contract termination costs should be recognized and measured at fair value either when the contract is terminated or when the entity ceases to use the right conveyed by the contract. A liability for one-time termination benefits should be recognized and measured at fair value at the communication date if the employee would not be retained beyond a minimum retention period (i.e., either a legal notification period or sixty days, if no legal requirement exists). For employees retained beyond the minimum retention period, a liability should be accrued rateably over the future service period. We will adopt the provisions of this standard in 2003 for any disposals that occur after December 31, 2002.

In May 2003, the FASB issued SFAS 150, *"Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity"*. SFAS 150 improves the accounting for certain financial instruments that, under previous guidance, companies could only account for as equity and requires that these instruments be classified as liabilities in statements of financial position. The statement is effective prospectively for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. This statement shall be implemented by reporting the cumulative effect of a change in an accounting principle for financial statements created before the issuance of this statement and still existing at the beginning of the interim period of adoption. The company is currently assessing the impact of this statement.

In November 2002, the FASB issued FIN 45 "*Guarantor's Accounting and Disclosure requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others*". FIN 45 requires that a guarantor recognise the fair value of the obligation undertaken in issuing a guarantee. The initial recognition and measurement provisions of FIN 45 are applicable on a prospective basis to guarantees issued or modified after December 31, 2002. We do not believe that FIN 45 will have a material effect on our financial condition or results from operations.

In January 2003, the FASB issued FIN 46 "*Consolidation of Variable Interest Entities an interpretation of ARB No. 51*", which clarifies the application of the consolidation rules to certain variable interest entities. In general, a variable interest entity is a corporation, partnership, trust, or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. FIN 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns, or both. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003, with certain transition provisions for those entities created before February 1, 2003. Currently, the Group believes it does not have any entities affected by the provisions of FIN 46.

In November 2002, the EITF reached a consensus on Issue No. 00-21, *"Accounting for Revenue Arrangements with Multiple Deliverables."* This EITF provides guidance on when and how to separate elements of an arrangement that may involve the delivery or performance of multiple products, services and rights to use assets into separate units of accounting. The guidance in the consensus is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. Pearson will evaluate

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the impacts of such rules on its specific service transactions and contracts if involving multiple elements.

Recent UK Accounting Pronouncements

In November 2000 the Accounting Standards Board ("ASB") issued Financial Reporting Standard ("FRS") 17, *Retirement Benefits*. FRS 17 approaches pension cost accounting from a balance sheet perspective with the net surplus or deficit in defined benefit pension schemes being recognised on the balance sheet. Annual changes in the surplus or deficit flow through the profit and loss account and the statement of recognised gains and losses. In 2001 we adopted the transitional requirements of FRS 17 and have disclosed the effect on the closing balance sheet in Note 10 to our consolidated financial statements included in this Annual Report. At the end of 2002 we disclosed the effect on both the profit and loss account and balance sheet in Note 10 to the financial statements. We are not required to adopt FRS 17 before the introduction of International Accounting Standards in 2005.

In December 2000 the ASB issued FRS 18 *Accounting Policies*. FRS 18 requires companies to consider the selection, application and disclosure of appropriate accounting policies. We adopted this standard in 2001 and have consequently carried out a review of all our accounting policies in line with the requirements of the standard. We believe that our policies are the most appropriate and have been consistently applied and our review did not give rise to any amendments that affected the results as reported.

In December 2000 the ASB issued FRS 19 *Deferred Tax*. FRS 19 requires deferred tax to be recognized in respect of all timing differences except those which are permanent, which have originated but not reversed at the balance sheet date. It also requires companies to explain, by way of reconciliation, the differences between their effective current tax rate and the standard rate of current tax. The tax benefit of US tax losses was previously accounted for as the tax losses were utilised. Under FRS 19 this benefit no longer arises, and hence our effective tax rate has increased. FRS 19 was adopted in the 2002 financial statements and comparatives have been restated. See General Overview Restatement on page 22.

Item 6. Directors, Senior Management and Employees

Directors and Senior Management

We are managed by a board of directors and a chief executive who reports to the board and manages through a management committee. We refer to the executive director members of the board of directors, the most senior executives from each of our three main operating divisions and the chairman of the board of directors as our "senior management".

The following table sets forth information concerning senior management, as of April 2003.

Name	Age	Position
Dennis Stevenson	57	Chairman
Marjorie Scardino	56	Chief Executive
David Bell	56	Director for People and Chairman of the FT Group
Terry Burns	59	Non-executive Director
Patrick Cescau	54	Non-executive Director
Rona Fairhead	41	Chief Financial Officer
Peter Jovanovich	54	Chief Executive, Pearson Education
John Makinson	48	Chairman and Chief Executive Officer, Penguin Group
Reuben Mark	64	Non-executive Director
Vernon Sankey	53	Non-executive Director
Rana Talwar	55	Non-executive Director

Dennis Stevenson has been a non-executive director since 1986 and became chairman in 1997. He is a member of our treasury committee. He is also chairman of HBOS plc and a non-executive director of Manpower Inc. in the US.

Marjorie Scardino joined the board and became chief executive in January 1997. She was president of The Economist Group's North American operations from 1985 and chief executive from 1993 until joining Pearson. She sits on the board of Recoletos and is also a non-executive director of Nokia Corporation.

David Bell became a director in March 1996. He is chairman of the FT Group, having been chief executive of the *Financial Times* from 1993 to 1998. In July 1998, he was appointed our director for people with responsibility for the recruitment, motivation, development and reward of employees across the Pearson Group. He also sits on the board of Recoletos and is also a non-executive director of VITEC Group plc and chairman of the International Youth Foundation.

Terry Burns became a non-executive director in May 1999 and currently serves on the Audit and Personnel committees. He was the UK government's chief economic advisor from 1980 until 1991 and Permanent Secretary of HM Treasury from 1991 until 1998. He is non-executive chairman of Abbey National plc and Glas Cymru Limited and a non-executive director of The British Land Company PLC.

Patrick Cescau became a non-executive director in April 2002. He joined Unilever in 1973, latterly serving as Finance Director until January 2001, at which time he was appointed to his current position as Director of Unilever's Foods Division. He is a director of Unilever plc and Unilever NV.

Rona Fairhead became a director and chief financial officer in June 2002. She had served as deputy finance director from October 2001. From 1996 until 2001, she worked at ICI plc, where she served as executive vice president, group control and strategy, and a member of the executive committee from 1998. Prior to that, she worked for Bombardier Inc. in finance, strategy and operational roles.

Peter Jovanovich was appointed to the board in June 2002. He became chairman and chief executive of Addison Wesley Longman in 1997. In 1998 he became chief executive of Pearson Education. He also serves on the board of the Association of American Publishers and the board of the Alfred Harcourt Foundation. Prior to joining Pearson he was president of McGraw-Hill's Educational and Professional Publishing Group from 1995 to 1997, and its chairman in 1997.

John Makinson became chairman of the Penguin Group in May 2001 and its chief executive officer in June 2002. He was appointed chairman of IDC in December 2002 and also sits on the board of Marketwatch.com, Inc and Recoletos. He served as Pearson Finance Director from March 1996 until June 2002. From 1994 to 1996 he was managing director of the *Financial Times*, and prior to that he founded and managed the investor relations firm Makinson Cowell. He is also a non-executive director of George Weston Limited in Canada.

Reuben Mark became a non-executive director in 1988 and currently serves on the Audit Committee and as chairman of the Personnel Committee. He became chief executive of the Colgate Palmolive Company in 1984, and chairman in 1986. He has held these positions since then. He is also a director of AOL Time Warner Inc.

Vernon Sankey became a non-executive director in 1993 and currently serves as chairman of the Audit Committee and as a member of the Treasury Committee. He was previously chief executive of Reckitt & Colman plc and is deputy chairman of Photo-Me International plc and Beltpacker plc. He is also a non-executive director of Zurich Financial Services AG and a board member of the UK's Food Standards Agency.

Rana Talwar became a non-executive director in March 2000 and currently serves on the Personnel and Treasury Committees. He is currently chairman of Sabre Capital. He served as group chief

executive of Standard Chartered plc from 1998 until 2001, and was at Citicorp from 1969 to 1997, where he held a number of senior international management roles.

Compensation of Senior Management

It is the role of the Personnel Committee is to approve the remuneration and benefits packages of the executive directors, the chief executives of the principal operating companies and other members of the Pearson Management Committee, as well as to ensure senior management receives the development they need and that succession plans are being made. The committee also notes the remuneration for those executives with base pay over a certain level, amounting to approximately the top 50 executives of the company.

Remuneration Policy

Pearson seeks to generate a performance culture by developing programmes that support its business goals and rewarding contributions towards their achievement. It is the company's policy that total remuneration (basic compensation plus short-term and long-term incentives) should reward both short- and long-term results, delivering competitive rewards for target performance, but outstanding rewards only for exceptional performance.

The company's policy is that base compensation should provide the appropriate rate of remuneration for the job, taking into account relevant recruitment markets and business sectors and geographic regions. Benefit programmes should ensure that Pearson retains a competitive recruiting advantage.

Share ownership is encouraged throughout the company. Equity-based reward programmes align the interests of directors, and employees in general, with those of shareholders. They also enhance identification with Pearson by linking rewards with Pearson's financial success.

The main elements of remuneration are base salary and other emoluments, annual bonus with bonus share matching, and long-term incentives in the form of restricted shares or options.

Total remuneration is made up of fixed and performance-linked elements. Consistent with its policy, the committee places considerable emphasis on the performance-linked elements of remuneration that comprise annual bonus, bonus share matching and long-term incentives.

Base Salary

Our aim is that the base salaries of the executive directors should be set at levels that are competitive with those of directors and executives in similar positions in comparable companies. This includes a range of companies of comparable size and global reach in different sectors in the UK and selected media companies in North America. Our policy is to review salaries annually.

Other Emoluments

Other emoluments may include benefits such as company car, healthcare, and where relevant, amounts paid in respect of housing costs.

It is the company's policy that its benefit programmes should be competitive in the context of the local labour market, while recognizing the requirements, circumstances and mobility of individual executives.

Annual Bonus

The committee establishes the annual bonus plans for the executive directors, chief executives of the company's main operating companies and other members of the Pearson Management Committee, including performance measures and targets and the amount of bonus that can be earned.

The performance targets relate to the company's main measures of business performance at both the corporate and operating company level.

For 2003, the performance measures for Pearson plc are growth in underlying sales and adjusted earnings per share, operating cash conversion and the ratio of working capital to sales. For subsequent years, the measures will be set at the time.

For 2003, following the committee's review of executive remuneration, the target annual bonus opportunity for executive directors and other members of the Pearson Management Committee will be 75% of salary. Individuals may receive up to twice their target bonus for performance in excess of target.

The committee will continue to review the bonus plans on an annual basis and to revise the bonus limits and targets in light of the current conditions.

The committee may award individual discretionary bonuses. In the UK, bonuses do not form part of pensionable earnings. In the US, bonuses up to 50% of base salary are pensionable under the supplemental executive retirement plan, consistent with US market practice.

Bonus Share Matching

The company encourages executive directors and other senior executives to hold Pearson shares in many ways.

The annual bonus share matching plan permits executive directors and senior executives around the Group to invest up to 50% of any after tax annual bonus in Pearson shares. If these shares are held and the company's adjusted earnings per share increase in real terms by at least 3% per annum, the company will match them on a gross basis of one share for every two held after three years, and another one for two originally held (i.e. a total of one-for-one) after five years.

The Long-Term Incentive Plan

Executive directors, senior and other executives and managers are eligible to participate in Pearson's long-term incentive plan introduced in 2001. The plan consists of two parts: stock options and/or restricted stock. The aim is to give the committee a range of tools with which to link corporate performance to management's long-term reward in a flexible way. The principles underlying it are as follows:

- the Personnel Committee establishes guidelines that set out the maximum expected value of awards each year using an economic valuation methodology for fixing the relative values of both option grants and restricted stock awards;

- the maximum expected value of awards for executive directors is based on assessment of market practice for comparable companies;

- no more than 10% of Pearson equity will be issued, or be capable of being issued, under all Pearson's share plans in any ten-year period commencing in January 1997;

- awards of restricted stock are satisfied using existing shares.

For stock options, within this overall 10% limit, up to 1.5% of new issue equity may be placed under option under the plan in any year, subject to the company's earnings per share performance. No options may be granted unless the company's adjusted earnings per share increase in real terms by at least 3% per annum over the three-year period prior to grant.

The vesting of restricted stock is normally dependent on the satisfaction of a stretching corporate performance target over a three-year period.

Shareholding Policy

As previously noted, in line with the policy of encouraging widespread employee ownership, the company encourages executive directors, as well as other senior management, to build up a substantial shareholding in the company. However, we do not think it is appropriate to specify a particular relationship of shareholding to salary.

Service Agreements

Executive directors have rolling service agreements with the company. Other than by termination in accordance with the terms of these agreements, employment continues until retirement.

It is normal policy that the company may terminate these agreements by giving 12 months' notice, although there may be circumstances when a longer notice period may be justified. The agreements also specify the compensation payable by way of liquidated damages in circumstances where the company terminates agreements without notice or cause. The compensation payable in these circumstances is typically 100% of annual salary, 100% of other benefits, and in some cases a proportion of potential bonus.

Peter Jovanovich's service agreement provides for compensation on termination of employment by the company without cause of 200% of annual salary plus target bonus, reflecting US employment practice and the terms agreed with him before his appointment as a director of the company in June 2002.

Retirement Benefits

We describe in turn the retirement benefits for each of the executive directors.

Marjorie Scardino has both defined benefit and defined contribution pension arrangements in the US. The Pearson Inc. Pension Plan (the US Plan) is an approved defined benefit plan providing a lump sum convertible to a pension on retirement. The lump sum is accrued at 6% of capped compensation, but accruals of benefit in this plan ceased on 31 December 2001.

The defined contribution arrangements are an approved 401(k) plan and an unfunded, unapproved scheme.

The US plan has a normal retirement age of 65. Early retirement after age 55 is possible, with the company's consent and on a reduced pension. The US plan also provides a spouse's pension on death in service from age 55 and death in retirement broadly equivalent to 50% of the member's early retirement pension. The US plan does not guarantee any increases to the pension once it comes into payment.

David Bell is a member of the Final Pay Section of the Pearson Group Pension Plan (the UK Plan), to which he contributes 5% of his pensionable salary.

He is eligible for a pension from the UK Plan of two-thirds of his final base salary at normal retirement age (age 62) due to his previous service with the Financial Times. Early retirement after age 50 is possible, with company consent, and on a pension from the plan that is scaled down to reflect the shorter period of service completed. If retiring before age 60, the pension will be further reduced by an actuarial factor to reflect the longer period over which it is expected to be paid.

On death before normal retirement age, a pension will be paid to the spouse, or in the absence of a spouse to a financial dependant nominated by the member. The pension will be one-third of annual base salary. On death after leaving service but before retirement, a pension of 50% of the deferred pension will be payable to the spouse or nominated financial dependant. On death in retirement the pension payable is 60% of the director's pension (ignoring any pension commuted for a lump sum at

retirement). Children's pensions may also be payable to dependent children. Pensions in payment are guaranteed in the UK plan to increase each year at 5% or the increase in the Index of Retail Prices, whichever is lower.

Rona Fairhead is also a member of the Final Pay Section of the UK Plan, but her pensionable salary is restricted to the earnings cap introduced by the Finance Act 1989. In addition, the company contributes into a Funded Unapproved Retirement Benefits Scheme (FURBS).

The UK Plan provides her with a pension that accrues at one-thirtieth of the earnings cap for each year of service.

Early retirement after age 50 is possible, with company consent, and on a pension from the plan that is scaled down to reflect the shorter period of service completed. If retiring before age 60, the pension will be further reduced by an actuarial factor to reflect the longer period over which it is expected to be paid. Under the company's FURBS arrangements, early retirement is possible with company consent from age 50 onwards. The benefit payable will be the amount of the member's fund at the relevant date.

On death before normal retirement age, a pension will be paid to the spouse, or in the absence of a spouse to a financial dependant nominated by the member. The pension will be one-third of the earnings cap at the time of death. On death after leaving service but before retirement, a pension of 50% of the deferred pension will be payable to the spouse or nominated financial dependant. On death in retirement the pension payable is 60% of the director's pension (ignoring any pension commuted for a lump sum at retirement). Children's pensions may also be payable to dependent children. Pensions in payment are guaranteed in the UK plan to increase each year at 5% or the increase in the Index of Retail Prices, whichever is lower.

In addition, the proceeds of the FURBS will be paid at retirement.

Peter Jovanovich has both defined benefit and defined contribution pension arrangements in the US. The Pearson Inc. Pension Plan (the US Plan) is an approved defined benefit plan providing a lump sum convertible to a pension on retirement. The lump sum is accrued at 6% of capped compensation, but accruals of benefit in this plan ceased on 31 December 2001. In addition, there is an unfunded, unapproved Supplemental Executive Retirement Plan (the US SERP) providing an annual pension accrual of 2% of final average earnings, less benefits accrued in the US Plan and US Social Security.

The defined contribution arrangements are an approved 401(k) plan and a funded, unapproved 401(k) excess plan.

The US Plan has a normal retirement age of 65. Early retirement after age 55 is possible, with company consent and on a reduced pension for early payment. The US Plan also provides a spouse's pension on death in service from age 55 and death in retirement broadly equivalent to 50% of the member's early retirement pension. The US Plan does not guarantee any increases to the pension once it comes into payment.

For 2003, Peter Jovanovich's pension arrangements will include a new unfunded, unapproved, defined contribution plan and his participation in the US SERP will cease.

John Makinson is also a member of the Final Pay Section of the UK Plan, and his pensionable salary is also restricted to the earnings cap. The company has been paying contributions into a FURBS, but the contributions ceased on 31 December 2001. During 2002, the company established an Unfunded Unapproved Retirement Benefits Scheme (UURBS) for John Makinson.

The UURBS tops up the pensions payable from the UK Plan and the closed FURBS to a target pension of two-thirds of Revalued Base Salary on retirement at age 62. Revalued Base Salary is defined as £450,000 indexed in line with the increase in the Index of Retail Prices.

Early retirement after age 50 is possible, with company consent and based on a uniform accrual from 1 April 1994. In that event, the pension from the UK Plan, the FURBS and the UURBS in aggregate will be scaled down to reflect the shorter period of service completed. If retiring before age 60, the pension will be further reduced by an actuarial factor to reflect the longer period over which it is expected to be paid.

On death before normal retirement age, a pension from the UK Plan, the FURBS and the UURBS in aggregate will be paid to the spouse, or in the absence of a spouse to a financial dependant nominated by the member. The pension will be one-third of Revalued Base Salary. On death after leaving service but before retirement, a pension of 50% of the deferred pension will be payable to the spouse or nominated financial dependant. On death in retirement the pension payable is 60% of the director's pension (ignoring any pension commuted for a lump sum at retirement). Children's pensions may also be payable to dependent children. The pension in payment is guaranteed to increase each year at 5% or the increase in the Index of Retail Prices, whichever is lower.

Chairman's Remuneration

The committee recommends to the full board for its approval the remuneration and benefits package of the chairman of the board.

Dennis Stevenson's remuneration comprises a salary that is intended to be competitive with those of part-time chairmen in comparable companies taking into account the role that he performs.

His original remuneration package included an entitlement to long-term incentives. He waived this entitlement in 1999 to avoid any conflict when discussing long-term incentive policy with shareholders. In view of that and the fact that his salary was last revised in 1999, his remuneration is currently under consideration.

He is not currently entitled to an annual bonus, retirement or other benefits. He is eligible to participate in the company's worldwide save for shares plan.

Non-executive Directors

Fees for non-executive directors are determined by the full board, having regard to market practice and within the restrictions contained in the company's articles of association. Fees are reviewed annually with the help of outside advice. Non-executive directors receive no other pay or benefits (other than reimbursement for expenses incurred in connection with their directorship of the company) and do not participate in the company's equity-based incentive plans.

Since January 2000, non-executive directors have received an annual fee of £35,000 each. One overseas-based director is paid a supplement of £7,000 per annum. The non-executive directors who chair the personnel and audit committees each receive an additional fee of £5,000 per annum. For those non-executive directors who retain their fees personally, £10,000 of the total fee, or all of the fee in the case of Rana Talwar, is payable in the form of Pearson shares which the non-executive directors have committed to retain for the period of their directorships.

In the case of Patrick Cescau, his fee is paid over to Unilever NV, his employer.

Non-executive directors serve Pearson under letters of appointment and do not have service contracts.

There is no entitlement to compensation on the termination of their directorships.

Remuneration of Senior Management

Excluding contributions to pension funds and related benefits, senior management remuneration for 2002 was as follows:

	Salaries/Fees(1)	Bonus(2)	Other(3)	Total
		(in £ thousands)		
Chairman				
Lord Stevenson	275			275
Executive directors				
Marjorie Scardino	525	273	54	852
David Bell	310	161	16	487
Rona Fairhead	318	165	13	496
Peter Jovanovich	557	412	9	978
John Makinson	419	279	157	855
Senior management as a group	**2,404**	**1,290**	**249**	**3,943**

(1) Although the salaries of the executive directors were in certain cases below those of their competitors, the executive directors (along with their fellow senior managers) elected not to receive an increase in their base salaries with effect from 1 January 2002.

Rona Fairhead and John Makinson received increases in their base salaries on taking up their appointments as chief financial officer and chairman and chief executive of the Penguin Group respectively with effect from 1 June 2002.

(2)

For Pearson plc, the 2002 performance measures in the annual bonus plan were growth in underlying sales, growth in adjusted earnings per share, trading cash conversion and average working capital as a ratio to sales.

In the case of Peter Jovanovich and, for part of the year, John Makinson, part of their bonuses also related to the performance of Pearson Education and Penguin Group respectively. For both businesses, the performance measures were growth in underlying sales, trading margin, trading cash conversion and average working capital as a ratio to sales.

No discretionary bonuses were awarded for 2002.

(3)

Other emoluments include company car and healthcare benefits and, in the case of Marjorie Scardino, include £36,090 in respect of housing costs.

On taking up his appointment as chairman and chief executive of the Penguin Group with effect from 1 June 2002, John Makinson also became entitled to a location and market premium in relation to the management of the business of the Penguin Group in the US. He received £130,640 for 2002.

Share Options of Senior Management

This table sets forth for each director the number of share options held as of December 31, 2002 as well as the exercise price, rounded to the nearest whole penny/cent, and the range of expiration dates of these options.

Director	**Number of options**	**(1)**	**Exercise price**	**Earliest exercise date**	**Expiry date**
Dennis Stevenson	2,512	**b**	687p	01/08/03	01/02/04
Total	**2,512**				
Marjorie Scardino	**176,556**	**a***	974p	14/09/01	**14/09/08**
	5,660	**a***	1090p	14/09/01	**14/09/08**
	2,839	**b**	687p	01/08/05	**01/02/06**
	37,583	**c**	1373p	08/06/02	**08/06/09**
	37,583	**c**	1648p	08/06/02	**08/06/09**
	37,583	**c**	1922p	08/06/02	**08/06/09**
	36,983	**c**	2303p	03/05/03	**03/05/10**
	36,983	**c**	2764p	03/05/03	**03/05/10**
	36,983	**c**	3225p	03/05/03	**03/05/10**
	41,550	**d***	1421p	09/05/02	**09/05/11**
	41,550	**d**	1421p	09/05/03	**09/05/11**
	41,550	**d**	1421p	09/05/04	**09/05/11**
	41,550	**d**	1421p	09/05/05	**09/05/11**
Total	**574,953**				
David Bell	**20,496**	**a***	974p	14/09/01	**14/09/08**
	501	**b**	687p	01/08/03	**01/02/04**
	184	**b**	913p	01/08/04	**01/02/05**

Director	Number of options	(1)	Exercise price	Earliest exercise date	Expiry date
	202	**b**	1428p	01/08/03	**01/02/04**
	202	**b**	957p	01/08/04	**01/02/05**
	272	**b**	696p	01/08/05	**01/02/06**
	18,705	**c**	1373p	08/06/02	**08/06/09**
	18,705	**c**	1648p	08/06/02	**08/06/09**
	18,705	**c**	1922p	08/06/02	**08/06/09**
	18,686	**c**	2303p	03/05/03	**03/05/10**
	18,686	**c**	2764p	03/05/03	**03/05/10**
	18,686	**c**	3225p	03/05/03	**03/05/10**
	16,350	**d***	1421p	09/05/02	**09/05/11**
	16,350	**d**	1421p	09/05/03	**09/05/11**
	16,350	**d**	1421p	09/05/04	**09/05/11**
	16,350	**d**	1421p	09/05/05	**09/05/11**
Total	**199,430**				
Rona Fairhead	**19,997**	**d***	822p	01/11/03	**01/11/11**
	19,998	**d**	822p	01/11/04	**01/11/11**
	20,005	**d**	822p	01/11/05	**01/11/11**
Total	**60,000**				

Director	Number of options	(1)	Exercise price	Earliest exercise date	Expiry date
Peter Jovanovich	**8,250**	**a***	758p	12/09/00	**12/09/07**
	102,520	**a***	677p	12/09/00	**12/09/07**
	32,406	**c**	1373p	08/06/02	**08/06/09**
	32,406	**c**	1648p	08/06/02	**08/06/09**
	32,406	**c**	1922p	08/06/02	**08/06/09**
	33,528	**c**	2303p	03/05/03	**03/05/10**
	33,528	**c**	2764p	03/05/03	**03/05/10**
	33,528	**c**	3225p	03/05/03	**03/05/10**
	31,170	**d***	$ 21.00	09/05/02	**09/05/11**
	31,170	**d**	$ 21.00	09/05/03	**09/05/11**
	31,170	**d**	$ 21.00	09/05/04	**09/05/11**
	31,170	**d**	$ 21.00	09/05/05	**09/05/11**
	19,998	**d***	$ 11.97	01/11/03	**01/11/11**
	19,998	**d**	$ 11.97	01/11/04	**01/11/11**
	20,004	**d**	$ 11.97	01/11/05	**01/11/11**
Total	**493,252**				
John Makinson	**56,000**	**a***	567p	06/05/97	**06/05/04**
	20,160	**a***	487p	20/04/98	**20/04/05**
	36,736	**a***	584p	08/08/99	**08/08/06**
	73,920	**a***	677p	12/09/00	**12/09/07**
	30,576	**a***	974p	14/09/01	**14/09/08**
		b*	517p	01/08/01	**01/02/02**
	1,920	**b**	957p	01/08/08	**01/02/09**
	21,477	**c**	1373p	08/06/02	**08/06/09**

	21,477	**c**	1648p	08/06/02	**08/06/09**
	21,477	**c**	1922p	08/06/02	**08/06/09**
	21,356	**c**	2303p	03/05/03	**03/05/10**
	21,356	**c**	2764p	03/05/03	**03/05/10**
	21,356	**c**	3225p	03/05/03	**03/05/10**
	19,785	**d***	1421p	09/05/02	**09/05/11**
	19,785	**d**	1421p	09/05/03	**09/05/11**
	19,785	**d**	1421p	09/05/04	**09/05/11**
	19,785	**d**	1421p	09/05/05	**09/05/11**
Total	**426,951**				

(1)

Shares under option are designated as: **a** executive; **b** worldwide save for shares; **c** premium priced; and **d** long-term incentive; and * where options are exercisable.

a Executive

Subject to any performance condition being met, executive options become exercisable on the third anniversary of the date of grant and lapse if they remain unexercised at the tenth.

Options granted prior to 1996 are not subject to performance conditions representing market best practice at that time.

The exercise of options granted since 1996 is subject to a real increase in the company's adjusted earnings per share over any three-year period prior to exercise.

This target was not met for the period 1998 to 2001 and options granted in 1999 did not become exercisable in 2002. This target was also not met for the period 1999 to 2002 and options granted in 2000 will not become exercisable in 2003.

b Worldwide save for shares

The acquisition of shares under the worldwide save for shares plan is not subject to the satisfaction of a performance target.

c Premium priced

Subject to the performance conditions being met, Premium Priced Options (PPOs) become exercisable on the third anniversary of the date of grant and lapse if they remain unexercised at the tenth.

PPOs were granted in three tranches. For these to become exercisable, the Pearson share price has to stay above the option price for 20 consecutive days within three, five and seven years respectively. The share price targets for the three- and five-year tranches of PPOs granted in 1999 were met in 2000. In addition, for options to be exercisable, the company's adjusted earnings per share have to increase in real terms by at least 3% per annum over the three-year period prior to exercise. These targets for the three-year periods 1998 to 2001 and 1999 to 2002 were not met.

d Long-term incentive

Options granted in 2001 were based on pre-grant earnings per share growth of 75% against a target of 16.6% over the period 1997 to 2000 and are not subject to further performance conditions on exercise.

Long-term incentive options granted on 9 May 2001 become exercisable in tranches on the first, second, third and fourth anniversary of the date of grant and lapse if they remain unexercised at the tenth. The fourth tranche lapses if any of the options in the first, second or third tranche are exercised prior to the fourth anniversary of the date of grant.

Long-term incentive options granted on 1 November 2001 become exercisable in tranches on the first, second and third anniversary of the date of grant and lapse if they remain unexercised at the tenth.

(2) In addition to the above listed options both Marjorie Scardino and Peter Jovanovich participate in the Pearson US Employee Stock Purchase Plan saving the maximum amount of US$12,000 per annum.

Share Ownership of Senior Management

The table below sets forth the number of ordinary shares and restricted shares held by each of our directors as at March 31, 2003. Additional information with respect to share options held by, and bonus awards for, these persons is set out above in "Remuneration of Senior Management" and "Share Options for Senior Management". The total number of ordinary shares held by senior management as

of March 31, 2003 was 423,487 representing less than 1% of the issued share capital on March 31, 2003.

As at 31 March 2003	Ordinary Shares(1)	Restricted Shares(2)
Lord Stevenson	159,131	
Marjorie Scardino	86,121	532,571
David Bell	50,939	233,313
Lord Burns	1,972	
Patrick Cescau		
Rona Fairhead	560	165,611
Peter Jovanovich	54,986	365,818
John Makinson	29,333	299,634
Reuben Mark	12,176	
Vernon Sankey	1,927	
Rana Talwar	7,922	

(1) Amounts include shares acquired by individuals under the annual bonus share matching plan and amounts purchased in the market by individuals.

(2) Restricted shares comprise awards made under the reward, annual bonus share matching and long-term incentive plans. The number of shares shown represents the maximum number of shares which may vest, subject to the performance conditions being fulfilled.

Awards lapsed:

The vesting of Pearson Equity Incentives (PEIs) awarded in 2000 under the reward plan was related to growth in free cash flow per shares over the three-year period 2000 to 2002. On the basis of performance over that period, no PEIs vested and all entitlements lapsed.

Awards outstanding:

The annual bonus share matching plan permits executive directors and senior executives to invest up to 50% of any after tax annual bonus in Pearson shares. If these shares are held and the company's adjusted earnings per share increase in real terms by at least 3% per annum, the company will match them on a gross basis of one share for every two held after three years, and another one for two originally held (i.e. a total of one for one) after five years. For the award made in 1998, since the real growth in earnings per share target for the period 1997 to 2002 was not met, participants did not become entitled to the second one-for-two matching shares and these awards lapsed. Participants were, however, already entitled to the first one-for-two matching shares based on 1997 to 2000 performance and these shares will be released in 2003. For the

award made in 1999, participants did not become entitled to the one-for-two match in 2002 but remain eligible for the one-for-one match in 2004 subject to the earnings per share target for 1998 to 2003 being met. If this target is not met, the awards lapse.

As reported in 2001, Pearson Equity Incentives awarded in 1999 under the reward plan vested on 8 June 2002. Following vesting, the shares remain subject to a two-year retention period and will be released in 2004.

The vesting of restricted stock awards under the long-term incentive plan made in 2001 is related to free cash flow per share performance over the period 2001 to 2003, consistent with the performance measure used in relation to vesting of restricted stock under the previous reward plan.

Awards granted:

The annual bonus share matching plan shares awarded on 19 April 2002 will vest in full on 19 April 2007 if the company's adjusted earnings per share increase in real terms by at least 3% per annum over the period 2001 to 2006. 50% of these shares vest on 19 April 2005 if the company's adjusted earnings per share increase in real terms by at least 3% per annum over the period 2001 to 2004.

The long-term incentive plan shares awarded to Rona Fairhead on 8 April 2002 will vest on 8 October 2004, being three years from the date of her appointment, in accordance with the terms agreed with her when she joined the company.

The long-term incentive plan shares awarded on 19 November 2002 will vest on 29 April 2004 providing the company's adjusted earnings per share increase in real terms by an average of 3% per annum over the five-year period 1998 to 2003 by comparing earnings per share for 1998 with those for 2003.

The long-term incentive plan shares awarded on 16 December 2002 will vest in tranches. The first tranche of shares will vest on 28 June 2005. The second, third, fourth and fifth tranches will vest no earlier than 28 June 2005 subject to the Pearson share price reaching £9, £11, £13 and £18 respectively for a period of 20 consecutive business days prior to 28 June 2009.

Employee Share Ownership Plans

All-Employee Share Awards

Since 1999, we have made share awards to all employees at the discretion of the board. No awards were made in 2001 or 2002. In 2003, the board has made an award of 10 shares to all employees employed at 3 March 2003.

Worldwide Save for Shares Plan

In 1998, we introduced a worldwide save for shares plan. Under this plan, our employees around the world have the option to save a portion of their monthly salary over periods of three, five or seven years. At the end of this period, the employee has the option to purchase ordinary shares with the accumulated funds at a purchase price equal to 80% of the market price prevailing at the commencement of the employee's participation in the plan.

In the United States, this plan operates as a stock purchase plan under Section 423 of the US Internal Revenue Code of 1986. This plan was introduced in 2000 following Pearson's listing on the New York Stock Exchange. Under it, participants save a portion of their monthly salary for a period of twelve months. At the end of this period, the employee has the option to purchase ADRs representing ordinary shares with their accumulated funds at a purchase price equal to 85% of the lower of the market price prevailing at the beginning or end of the period.

Board Practices

Our board currently comprises the chairman, who is part-time, five executive directors and five non-executive directors. Our articles of association provide that at every annual general meeting, one-third of the board of directors, or the number nearest to one-third, shall retire from office. The directors to retire each year are the directors who have been longest in office since their last election or appointment. A retiring director is eligible for re-election. If at any annual general meeting, the place of a retiring director is not filled, the retiring director, if willing, is deemed to have been re-elected, unless at or prior to such meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of that director has been put to the meeting and lost. Our articles of association also provide that every director be subject to

re-appointment by shareholders at the next annual general meeting following their appointment.

The board of directors has established the following committees, all of which have written terms of reference setting out their authority and duties:

Audit Committee

Vernon Sankey chairs this committee and Terry Burns and Reuben Mark are members. The committee provides the board with a vehicle to appraise our financial management and reporting and to assess the integrity of our accounting procedures and financial controls. Our internal and external auditors have direct access to the committee to raise any matter of concern and to report the results of work directed by the committee. The committee reports to the full board of directors.

Personnel Committee

This committee is chaired by Reuben Mark and its other member during 2002 was Terry Burns. Rana Talwar joined the committee in 2003. All three are non-executive directors. The committee meets regularly to decide the remuneration and benefits of the executive directors and the chief executives of our three operating divisions. The committee also recommends the chairman's remuneration to the board of directors for its decision and reviews management development and succession plans.

Nomination Committee

This committee is chaired by Dennis Stevenson and comprises all directors. The committee meets from time to time as necessary to consider the appointment of new directors. Its composition and chairmanship is currently under consideration.

Treasury Committee

This committee is chaired by Dennis Stevenson and also comprises Rona Fairhead, Vernon Sankey and Rana Talwar. The committee sets the policies for our treasury department and reviews its procedures on a regular basis.

Employees

The average numbers of persons employed by us during each of the three fiscal years ended 2002 were as follows:

30,359 in fiscal 2002

29,027 in fiscal 2001, and

24,688 in fiscal 2000.

We, through our subsidiaries, have entered into collective bargaining agreements with employees in various locations. Our management has no reason to believe that we would not be able to renegotiate any such agreements on satisfactory terms. We encourage employees to contribute actively to the business in the context of their particular job roles and believe that the relations with our employees are generally good. During 2002 we employed a significant number of temporary employees within NCS in connection with the TSA contract.

The table set forth below shows for 2002 the average number of persons employed in each of our operating divisions in the United Kingdom, the United States, other locations and in total.

Business Unit	UK	US	Other	Total
Pearson Education	1,326	14,459	4,250	20,035
FT Group	1,914	1,140	2,169	5,223
The Penguin Group	1,305	2,167	890	4,362
Other	204	534	1	739
Total Pearson	**4,749**	**18,300**	**7,310**	**30,359**

Item 7. Major Shareholders and Related Party Transactions

To our knowledge, as of March 3, 2003, the only beneficial owners of 3% or more of our issued and outstanding ordinary share capital were The Capital Group Companies Inc. which owned 88,115,107 ordinary shares representing 10.99% of our outstanding ordinary shares, Telefónica Contenidos SA, which owned 38,853,403 ordinary shares representing 4.85% of our outstanding ordinary shares, and Legal and General which owned 24,046,759 ordinary shares representing 3.00% of our outstanding ordinary shares. On February 28, 2003, record holders with registered addresses in the United States held 14,966,173 ADRs, which represented 1.86% of our outstanding ordinary shares. Because some of these ADRs are held by nominees, these numbers may not accurately represent the number of beneficial owners in the United States.

Item 8. Financial Information

The financial statements filed as part of this Annual Report are included on pages F-1 through F-113 hereof.

Other than those events described in Note 31 of this Form 20-F and seasonal fluctuations in borrowings, there has been no significant change to our financial condition or results of operations since December 31, 2002. Our borrowings fluctuate by season due to the effect of the school year on the working capital requirements of the educational book business. Assuming no acquisitions or disposals, our maximum level of net debt normally occurs in July, and our minimum level of net debt normally occurs in December.

Our policy with respect to dividend distributions is described in response to "Item 3. Key Information" above.

Legal Proceedings

We and our subsidiaries are defendants in a number of legal proceedings including, from time to time, government and arbitration proceedings, which are incidental to our and their operations. We do not expect that the outcome of pending proceedings, either individually or in the aggregate, will have a significant effect on our financial position or profitability nor have any such proceedings had any such effect in the recent past. To our knowledge, there are no material proceedings in which any member of senior management or any of our affiliates is a party adverse to us or any of our subsidiaries or in respect of which any of those persons has a material interest adverse to us or any of our subsidiaries.

Item 9. The Offer and Listing

The principal trading market for our ordinary shares is the London Stock Exchange. Our ordinary shares also trade in the United States in the form of ADSs evidenced by ADRs under a sponsored ADR facility with The Bank of New York as depositary. We established this facility in March 1995 and

amended it in August 2000 in connection with our New York Stock Exchange listing. Each ADS represents one ordinary share.

The ADSs trade on the New York Stock Exchange under the symbol "PSO".

The following table sets forth the highest and lowest middle market quotations, which represent the average of closing bid and asked prices, for the ordinary shares, as derived from the Daily Official List of the London Stock Exchange and the average daily trading volume on the

London Stock Exchange:

on an annual basis for our five most recent fiscal years,

on a quarterly basis for our most recent quarter and two most recent fiscal years, and

on a monthly basis for the six most recent months.

Reference Period		Ordinary Shares High	Ordinary Shares Low	Average Daily Trading Volume
		(in pence)		(ordinary shares)
Five Most Recent Fiscal Years				
2002		922	505	6,164,508
2001		1,726	645	5,245,023
2000		2,302	1,470	2,686,694
1999		2,004	1,173	1,910,696
1998		1,200	762	1,779,335
Most Recent Quarter and Two Most Recent Fiscal Years				
2003	First quarter	604	430	7,178,200
2002	Fourth quarter	740	523	6,570,858
	Third quarter	690	505	6,783,239
	Second quarter	914	653	5,507,869
	First quarter	922	694	5,732,448
2001	Fourth quarter	956	645	7,309,513
	Third quarter	1,178	710	5,238,927
	Second quarter	1,475	1,112	4,484,028
	First quarter	1,726	1,220	3,906,392
Most Recent Six Months				
	May 2003	574	498	7,557,300
	April 2003	560	497	5,952,100
	March 2003	529	430	9,230,300
	February 2003	567	454	7,084,307
	January 2003	604	508	6,722,653
	December 2002	740	567	5,624,208

Item 10. Additional Information

Material Contracts

The following summaries are not intended to be complete and reference is made to the contracts themselves, which are included as exhibits to this annual report. We have entered into the following

contracts outside the ordinary course of business during the two year period immediately preceding the date of this annual report:

Issuance of $500,000,000 7% Senior Notes due 2011

We issued US $500 million principal amount of 7% senior notes due 2011 under an indenture dated June 21, 2001 between us and The Bank of New York, as trustee. The first semi-annual interest payment was made on December 15, 2001. We may redeem the notes at any time, in whole or in part, at our option.

The indenture describes the circumstances that would be considered events of default. If an event of default occurs, other than the bankruptcy of us or a subsidiary, the holders of at least 25% of the principal amount of the then outstanding notes may declare the notes, along with accrued, but unpaid, interest and other amounts described in the indenture, as immediately due and payable.

The indenture limits our ability to create liens to secure certain types of debt intended to be traded on an exchange.

Executive Employment Contracts

We have entered into agreements with each of our executive directors pursuant to which such executive director is employed by us. These agreements describe the duties of such executive director and the compensation to be paid by us. See "Item 6. Directors, Senior Management & Employees Compensation of Senior Management". Each agreement may be terminated by us on 12 months' notice or by the executive director on six months' notice. In the event we terminate any executive director without giving the full 12 months' advance notice, the executive director is entitled to receive liquidated damages equal to 12 months base salary and benefits together with a proportion of potential bonus. In the case of Peter Jovanovich, his service agreement provides for compensation on termination of employment by the company without cause of 200% of annual salary plus target bonus, reflecting US employment practice and the terms agreed with him in his employment and confirmed in October 2000 before his appointment as a director of the company.

Exchange Controls

There are no UK government laws, decrees, regulations or other legislation which restrict or which may affect the import or export of capital, including the availability of cash and cash equivalents for use by us or the remittance of dividends, interest or other payments to nonresident holders of our securities, except as otherwise described under " Tax Considerations" below.

Tax Considerations

The following is a discussion of the material US federal income tax considerations and UK tax considerations arising from the acquisition, ownership and disposition of ordinary shares and ADSs by a US holder. A US holder is:

- an individual citizen or resident of the US,
- a corporation created or organized in or under the laws of the United States or any of its political subdivisions, or
- an estate or trust the income of which is subject to US federal income taxation regardless of its source.

This discussion deals only with ordinary shares and ADSs that are held as capital assets by a US holder, and does not address tax considerations applicable to US holders that may be subject to special tax rules, such as:

- dealers or traders in securities or currencies,
- financial institutions or other US holders that treat income in respect of the ordinary shares or ADSs as financial services income,

- insurance companies,
- tax-exempt entities,
- US holders that hold the ordinary shares or ADSs as a part of a straddle or conversion transaction or other arrangement involving more than one position,
- US holders that own, or are deemed for US tax purposes to own, 10% or more of the total combined voting power of all classes of our voting stock,
- US holders that have a principal place of business or "tax home" outside the United States, or
- US holders whose "functional currency" is not the US dollar.

For US federal income tax purposes, holders of ADSs will be treated as the owners of the ordinary shares represented by those ADSs.

The discussion below is based upon current UK law and the provisions of the US Internal Revenue Code of 1986, or the Code, and regulations, rulings and judicial decisions as of the date of this Annual Report; any such authority may be repealed, revoked or modified, perhaps with retroactive effect, so as to result in tax consequences different from those discussed below. This discussion is also based on the current Income Tax Treaty between the United Kingdom and the United States, which came into force in March 2003 (the "New Income Tax Treaty"), and also the previous Income Tax Treaty (the "Old Income Tax Treaty"). Both the New Income Tax Treaty and the Old Income Tax Treaty may be relevant to a US holder because the US holder's precise circumstances will determine the applicable Income Tax Treaty. The New Income Tax Treaty will have effect commencing on the following dates:

- In respect of taxes withheld at source for tax years commencing on or after May 1, 2003;
- In respect of UK income and capital gains tax for tax years commencing on or after April 6, 2003;
- In respect of UK corporation tax for tax years commencing on or after April 1, 2003;
- In respect of US taxation for tax years commencing on or after January 1, 2004.

In particular, the New Income Tax Treaty will apply to distributions we make on or after May 1, 2003. However, notwithstanding the entry into force of the New Income Tax Treaty, the tax treatment of a US holder may continue to be governed by the Old Income Tax Treaty for a period of twelve months from the date on which the relevant provisions of the New Income Tax Treaty came into effect, at the election of the US holder. For example, a US holder may elect that the Old Income Tax Treaty should apply to any distributions that we make to that holder on or before April 30, 2004.

In addition, the following discussion assumes that The Bank of New York will perform its obligations as depositary in accordance with the terms of the depositary agreement and any related agreements.

Because US and UK tax consequences may differ from one holder to the next, the discussion set out below does not purport to describe all of the tax considerations that may be relevant to you and

your particular situation. Accordingly, you are advised to consult your own tax advisor as to the US federal, state and local, UK and other, including foreign, tax consequences of investing in the ordinary shares or ADSs. The statements of US and UK tax law set out below are based on the laws and interpretations in force as of the date of this Annual Report, and are subject to any changes occurring

after that date.

UK Income Taxation of Distributions

Under the Old Income Tax Treaty, subject to certain exceptions, a US holder who is a resident of the United States (and is not a resident of the United Kingdom) for purposes of the Old Income Tax Treaty is entitled to receive, in addition to any dividend that we pay, a payment from the Inland Revenue in respect of such dividend equal to the tax credit to which an individual resident in the United Kingdom for tax purposes would have been entitled had he received the dividend (which is currently equal to one-ninth of the dividend received), reduced by a UK withholding tax equal to an amount not exceeding 15% of the sum of the dividend paid and the UK tax credit payment. At current rates the withholding tax entirely eliminates the tax credit payment but no withholding in excess of the tax credit payment is imposed upon the US holder. Thus, for example, a US holder that receives a $100.00 dividend also will be treated as receiving from the Inland Revenue a tax credit payment of $11.11 (one-ninth of the dividend received), but the entire $11.11 payment will be eliminated by UK withholding tax, resulting in a net $100.00 distribution to the US holder.

Under the New Income Tax Treaty, a US holder is not entitled to receive any payment from the Inland Revenue. No UK tax will be withheld from the dividend.

US Income Taxation of Distributions

Distributions that we make with respect to the ordinary shares or ADSs, other than distributions in liquidation and distributions in redemption of stock that are treated as exchanges, will be taxed to US holders as ordinary dividend income to the extent that the distributions do not exceed our current and accumulated earnings and profits. Under the Old Income Tax Treaty, the amount treated as a distribution will equal the sum of the cash distribution and its associated UK tax credit payment; thus, as described above under " UK Income Taxation of Distributions," the recipient of a $100.00 cash distribution will be deemed to have received a total distribution of $111.11. Under the New Income Tax Treaty, the amount of any distribution will equal the amount of the cash distribution. Distributions, if any, in excess of our current and accumulated earnings and profits will constitute a non-taxable return of capital to a US holder and will be applied against and reduce the US holder's tax basis in its ordinary shares or ADSs. To the extent that these distributions exceed the tax basis of the US holder in its ordinary shares or ADSs, the excess generally will be treated as capital gain.

Dividends that we pay will not be eligible for the dividends received deduction generally allowed to US corporations under Section 243 of the Code.

In computing its US federal income tax liability, a US holder generally may elect for each taxable year to claim a deduction or, subject to the limitations on foreign tax credits generally, a US foreign tax credit for foreign income taxes withheld from any distributions paid on the ordinary shares or ADSs. In the case of US holders and subject to certain limitations, if the Old Income Tax Treaty is applicable, a foreign tax credit may be claimed for the amount of UK withholding taxes deemed to be imposed under the Old Income Tax Treaty. As discussed above (see " UK Income Taxation of Distributions"), the amount of UK withholding tax deemed to be imposed is equal to one-ninth of the associated cash distribution, or $11.11 on a $100.00 cash distribution. To qualify for this credit, a US holder must make an election on Form 8833 (Treaty-Based Return Position Disclosure), which must be filed with that holder's tax return for the relevant taxable year, in addition to any other filings that may be required. For US foreign tax credit purposes, dividends that we pay generally will be treated as foreign-source

income and as passive income, subject to the separate foreign tax credit limitation for passive income. The availability of foreign tax credits depends on your particular circumstances. If the New Tax Treaty is applicable, no foreign tax credit may be claimed.

In the case of distributions in pounds, the amount of the distributions generally will equal the US dollar value of the pounds distributed, determined by reference to the spot currency exchange rate on the date of receipt of the distribution by the US holder in the case of shares or by The Bank of New York in the case of ADSs, regardless of whether the US holder reports income on a cash basis or an accrual basis. The US holder will realize separate foreign currency gain or loss only to the extent that this gain or loss arises on the actual disposition of pounds received. For US holders claiming tax credits on a cash basis, taxes withheld from the distribution are translated into US dollars at the spot rate on the date of the distribution; for US holders claiming tax credits on an accrual basis, taxes withheld from the distribution are translated into US dollars at the average rate for the taxable year.

UK Income Taxation of Capital Gains

Under either Income Tax Treaty, each country generally may tax capital gains in accordance with the provisions of its domestic law. Under present UK law, a US holder that is not a resident, and, in the case of an individual, not ordinarily resident, in the United Kingdom for UK tax purposes and who does not carry on a trade, profession or vocation in the United Kingdom through a branch or agency to which ordinary shares or ADSs are attributable will not be liable for UK taxation on capital gains or eligible for relief for allowable losses, realized on the sale or other disposal (including redemption) of these ordinary shares or ADSs.

US Income Taxation of Capital Gains

Upon a sale or exchange of ordinary shares or ADSs to a person other than Pearson, a US holder will recognize gain or loss in an amount equal to the difference between the amount realized on the sale or exchange and the US holder's adjusted tax basis in the ordinary shares or ADSs. Any gain or loss recognized will be capital gain or loss and will be long-term capital gain or loss if the US holder has held the ordinary shares or ADSs for more than one year.

Gain or loss realized by a US holder on the sale or exchange of ordinary shares or ADSs generally will be treated as US-source gain or loss for US foreign tax credit purposes.

Estate and Gift Tax

The current Estate and Gift Tax Convention, or the Convention, between the United States and the United Kingdom generally relieves from UK Inheritance Tax (the equivalent of US Estate and Gift Tax) the transfer of ordinary shares or of ADSs where the transferor is domiciled in the United States, for the purposes of the Convention. This relief will not apply if the ordinary shares or ADSs are part of the business property of an individual's permanent establishment in the United Kingdom or pertain to the fixed base in the United Kingdom of a person providing independent personal services. If no relief is given under the Convention, inheritance tax may be charged on the amount by which the value of the transferor's estate is reduced as a result of any transfer made by way of gift or other gratuitous transfer by an individual, in general within seven years of death, or on the death of an individual. In the unusual case where ordinary shares or ADSs are subject to both UK Inheritance Tax and US Estate or Gift Tax, the Convention generally provides for tax paid in the United Kingdom to be credited against tax payable in the United States or for tax paid in the United States to be credited against tax payable in the United Kingdom based on priority rules set forth in the Convention.

Stamp Duty

No stamp duty or stamp duty reserve tax (SDRT) will be payable in the United Kingdom on the purchase or transfer of an ADS, provided that the ADS, and any separate instrument or written agreement of transfer, remain at all times outside the United Kingdom and that the instrument or written agreement of transfer is not executed in the United Kingdom. Stamp duty or SDRT is, however, generally payable at the rate of 1.5% of the amount or value of the consideration or, in some circumstances, the value of the ordinary shares, where ordinary shares are issued or transferred to a person whose business is or includes issuing depositary receipts, or to a nominee or agent for such a person.

A transfer for value of the underlying ordinary shares will generally be subject to either stamp duty or SDRT, normally at the rate of 0.5% of the amount or value of the consideration. A transfer of ordinary shares from a nominee to its beneficial owner, including the transfer of underlying ordinary shares from the Depositary to an ADS holder, under which no beneficial interest passes is subject to stamp duty at the fixed rate of £5.00 per instrument of transfer.

Close Company Status

We believe that the close company provisions of the UK Income and Corporation Taxes Act 1988 do not apply to us.

Documents on Display

Copies of our Memorandum and Articles of Association, the material contracts described above and filed as exhibits to this Annual Report and certain other documents referred to in this Annual Report are available for inspection at our registered office at 80 Strand, London WC2R 0RL (c/o the Company Secretary), or, in the United States, at the registered office of Pearson Inc. at 1330 Avenue of the Americas, 7th Floor, New York, New York, during usual business hours upon reasonable prior request.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Introduction

Our principal market risks are changes in interest rates and currency exchange rates. Following evaluation of these positions, we selectively enter into derivative financial instruments to manage our risk exposure. For this purpose, we primarily use interest rate swaps, interest rate caps and collars, forward rate agreements, currency swaps and forward foreign exchange contracts. Managing market risks is the responsibility of the Chief Financial Officer, who acts pursuant to policies approved by our board of directors. A Treasury Committee of the board receives regular reports on our treasury activities, which outside advisers also review periodically.

We have a policy of not undertaking any speculative transactions, and we hold the derivative and other financial instruments for purposes other than trading.

We have formulated our policies for hedging exposures to interest rate and foreign exchange risk, and have used derivatives to ensure compliance with these policies. Although the majority of our derivative contracts were transacted without regard to existing US GAAP requirements on hedge accounting, during 2002 we sought to gain qualification for hedge accounting under US GAAP for a limited number of key derivative contracts, but did not meet the prescribed hedge designation requirements under US GAAP in 2002.

The following discussion and tables address market risk only and do not present other risks that we face in the normal course of business, including country risk, credit risk and legal risk.

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Interest Rates

Our financial exposures to interest rates arise primarily from our borrowings, particularly those in US dollars. We manage our exposure by borrowing at fixed and variable rates of interest, and by entering into derivative instruments. Objectives approved by our board concerning the proportion of debt outstanding at fixed rates govern our use of these financial instruments.

Our objectives are applied to core net debt, which is year-end borrowings net of year-end cash and liquid funds. Those objectives are that for between 40% and 65% of current core debt, the rate of interest should be fixed or capped for the next four years. Within this target range the proportion that is hedged is triggered by a formula based on historical interest rate frequencies.

The principal method to hedge interest rate risk is to enter into an agreement to pay a fixed-rate and receive a variable rate, known as a swap. Under interest rate swaps, we agree with other parties to exchange, at specified intervals, the difference between fixed-rate and variable-rate amounts calculated by reference to an agreed notional principal amount. The majority of these contracts are US dollar denominated, and some of them have deferred start dates, in order to maintain the desired risk profile as other contracts mature. The variable rates received are normally based on three-month LIBOR, and the dates on which these rates are set do not exactly match those of the hedged borrowings. We believe that our portfolio of these types of swaps is an efficient hedge of our portfolio of variable rate borrowings.

In addition, from time to time we issue bonds or other capital market instruments to refinance existing bank debt. To avoid the rate unduly influencing the interest expense on a single transaction, it is our normal practice to enter into a related derivative contract effectively converting the interest rate profile of the bond transaction to that of the debt which it is refinancing. Most often this is a variable interest rate denominated in US dollars. In several cases, the bond issue was denominated in a different currency than the debt being refinanced and we have entered into a related interest rate and currency swap in order to maintain an unchanged borrowing risk profile.

The table below lists for each of the years 2003 to 2007 the notional amounts and weighted average interest rates, as of December 31, 2002, for both our borrowings and our currency and interest rate swaps.

	Maturities									
	2003	**2004**	**2005**	**2006**	**2007**	**There-after**	**Total 2002**	**Fair value 2002**	**Total 2001**	**Fair value 2001**
	(£ in millions)									

	Maturities									
Borrowings and other financial liabilities										
Fixed rate										
US Dollars				155		311	466	505	514	517
				7.38%		7.00%	7.13%		7.13%	
Sterling		125				347	472	529	571	592
		9.50%				8.01%	8.40%		8.82%	
Euro	151	339			385		875	910	890	887
	5.00%	4.63%			6.13%		5.35%		5.36%	
Variable Rate										
US Dollars			166				166	166	418	418
			2.00%				2.00%		2.52%	
Sterling			4				4	4	257	257
			4.00%				4.00%		4.17%	
Euro			1				1	1		
			3.00%				3.00%		0.00%	
Other			12				12	12	18	18

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Interest rate and currency swaps										
Pay US Dollars variable/						51	51	4	169	(17)
Receive £ fixed						(50)	(50)		(150)	
US variable rate						1.83%	1.83%		2.38%	
£ fixed rate						7.00%	7.00%		7.00%	
Pay US Dollars fixed/		120				102	222	3	245	(9)
Receive £ fixed		(125)				(100)	(225)		(225)	
US fixed rate		6.34%				5.93%	6.15%		6.15%	
£ fixed rate		10.41%				7.00%	8.89%		8.89%	
Pay US Dollars variable/					350		350			
Receive £ variable					(352)		(352)			
US variable rate					2.43%		2.43%			
£ variable rate					4.67%		4.67%			
Pay £ variable/	37				352		389	35	55	
Receive E variable	(39)				(358)		(397)		(55)	
£ variable rate	4.69%				4.67%		4.67%		5.14%	
E variable rate	3.97%				5.77%		5.60%		4.32%	
Pay US Dollars variable/		97					97	2	494	(61)
Receive E fixed		(98)					(98)		(429)	
US variable rate		2.45%					2.45%		3.00%	
E variable rate		4.63%					4.63%		5.80%	
Interest Rate Swaps										
US Dollars										
Variable to fixed			124	31	311		466	(43)	1,106	(51)
Average pay rate			4.83%	5.25%	6.17%		5.75%		6.13%	
Average receive rate			2.00%	2.64%	1.57%		1.76%		2.34%	
Fixed to variable			59	155		248	463	64	510	16
Average pay rate			2.64%	1.41%		2.51%	2.16%		2.85%	
Average receive rate			7.00%	7.23%		7.00%	7.08%		7.08%	
Sterling										
Variable to fixed									30	(1)

Average pay rate							0.00%		6.21%	
Average receive rate							0.00%		4.03%	
Fixed to variable	100					20	120	3	220	5
Average pay rate	3.39%					4.00%	3.49%		3.87%	
Average receive rate	7.00%					7.46%	7.08%		6.86%	
Euro										
Variable to fixed			117				117	(4)	110	(2)
Average pay rate			5.34%				5.34%		5.34%	
Average receive rate			2.95%				2.95%		3.95%	
Fixed to variable	114	241			385		740	7	414	2
Average pay rate	3.97%	3.92%			5.64%		4.83%		4.27%	
Average receive rate	5.00%	4.63%			6.13%		5.46%		4.94%	
Interest Rate Caps & Collars										
US Dollars										
Variable to fixed					31		31			
Average pay rate					1.49%		1.49%			
Average receive rate					1.40%		1.40%			
Euro										
Variable to fixed					26		26			
Average pay rate					4.55%		4.55%			
Average receive rate					4.55%		4.55%			

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(1) The nominal value of US dollar "variable to fixed" interest rate swaps includes £93 million (£151 million in 2001) of deferred start contracts that do not provide fixed rate cover on the balance sheet date. In addition, £104 million of euro "variable to fixed" interest rate swaps and caps maturing 2005 and 2007 start in 2003 and 2005 respectively.

(2) All variable rate legs of the interest rate swaps pay or receive every three months or six months on a margin above or below LIBOR. Three month LIBOR rates at December 31, 2002 for the US dollar, euro and sterling were 1.4%, 2.9%, and 4.0% respectively. The six month US dollar LIBOR rate at this date was 1.4%. The average interest rate payable on net debt at December 31, 2002 was 4.7% and averaged 5.0% during the whole year.

(3) The "variable to fixed" interest rate swaps are used wholly for the hedging of our portfolio of variable rate borrowings. The "fixed to variable" interest rate swaps are used wholly for the conversion of capital market transactions to a floating rate basis.

(4) The currency swaps convert sterling and euro to US dollars at an average of $1.60 and $1.04 respectively, and euro to sterling at £0.64.

Our interest bearing financial assets of £575 million in 2002, consisting mainly of floating rate cash and deposits, earn interest based on relevant national equivalents to the London Interbank Depository Rate. In 2001, we held £393 million of interest bearing financial assets. The fair value approximates to the carrying value due to their short maturity periods of less than three months.

Currency Exchange Rates

Although we are based in the United Kingdom, we have significant investments in overseas operations. The most significant currency in which we trade is the US dollar, followed by the euro and sterling.

Our policy is to manage the currency composition of our core borrowings in US dollars, euro and sterling in order to approximate the percentages of those currencies as reflected in our forecast operating profit. We use external borrowings and currency swaps to manage this exposure. This policy aims to dampen the impact of changes in foreign exchange rates on consolidated interest cover and earnings. While long-term core borrowing is now limited to US dollars, euro and sterling, we still borrow small amounts in other currencies, typically for seasonal working capital needs.

At December 31, 2002 the split of aggregate net borrowings in core currencies was US dollar 72%, euro 13% and sterling 15%. We are also exposed to currency exchange rates in our cash transactions and our investments in overseas transactions. Cash transactions typically for purchases, sales, interest or dividends require cash conversions between currencies. Fluctuations in currency exchange rates affect the cash amounts that we pay or receive.

Investments in overseas operations are consolidated for accounting purposes by translating values in one currency to another currency, in particular from US dollars to sterling. Fluctuations in currency exchange rates affect the currency values recorded in our accounts, particularly those in sterling, although they do not give rise to any realized gain or loss, nor to any currency cash flows.

Forward Foreign Exchange Contracts

We use forward foreign exchange contracts where a specific major project or forecasted cash flow, including acquisitions and disposals, arises from a business decision that has used a specific foreign exchange rate. Our policy is to effect transactional conversions between currencies, for example to collect receivables or settle payables at the relevant spot exchange rate.

Our forward exchange contracts that relate to cash flow conversion are summarized by currency below for 2002 and 2001.

Foreign exchange contracts for cash flow conversion

	2002 Contract amount	2002 Gain/ (loss)	2001 Contract amount	2001 Gain/ (loss)
	(£ in millions)			
Receive sterling/pay euro			100	(0.4)
Average contractual exchange rate			0.61	
Receive US dollars/pay euro			42	(0.1)
Average contractual exchange rate			0.89	

We seek to offset purchases and sales in the same currency, even if they do not occur simultaneously. In addition, our debt and cash portfolios management gives rise to temporary currency shortfalls and surpluses. Both of these activities require us to use short-dated swaps between currencies. The table below summarizes our 2002 and 2001 position by currency pair.

Foreign exchange contracts due to timing differences

	2002 Contract amount	2002 Gain/ (loss)	2001 Contract amount	2001 Gain/ (loss)
	(£ in millions)			
Receive sterling/pay US Dollars(1)			8	
Average contractual exchange rate			$ 1.45	
Receive US Dollars/pay sterling(1)	71	(0.3)		