

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SHROPSHIRE NEWSPAPERS LIMITED

(a company registered in England no. 00123264)

WRITTEN RESOLUTION

OF

MEMBERS

CIRCULATION DATE: 10th JANUARY 2008

DATE PASSED: 10th JANUARY 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution:

SPECIAL RESOLUTION

That the articles of association attached to this written resolution be and hereby are adopted as the articles of association of the Company in substitution for the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the written resolution.

We, the undersigned, being the person entitled to vote on the above written resolution hereby irrevocably agree to the written resolution:

.....
for and on behalf of:

Midland News Association Limited

Dated: 10th January 2008



NOTES

1. If you wish to agree to the written resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office at Queen Street, Wolverhampton, West Midlands WV1 1ES. If you do not agree to the written resolution you need not do anything. You will not be deemed to agree if you fail to respond.
2. Once you have indicated your agreement to the written resolution you may not revoke your agreement.
3. Unless by 7th February 2008 sufficient agreement has been received for the written resolution to be passed it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
5. If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.

**THE COMPANIES ACT 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
OF
SHROPSHIRE NEWSPAPERS LIMITED
(Company Number 00123264)**



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THE COMPANIES ACT 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHROPSHIRE NEWSPAPERS LIMITED

(Company Number 00123264)

("the Company")

(as adopted by written resolution

dated 10 January 2008)

1 PRELIMINARY

1 1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended prior to that date of adoption of these Articles ("Table A") shall, except as hereinafter provided and so far as not inconsistent with the provisions of the articles hereinafter contained apply to the Company. These articles and the regulations of Table A (subject as aforesaid) shall constitute the articles of association of the Company.

1 2 In regulation 1 of Table A the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".

1 3 In these articles

1 3 1 where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up,

1 3 2 any reference to any provisions of the Companies Act 1985 ("the Act") shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and any provisions of the Companies Act 2006 for the time being in force

1 4 The headings to the clauses and paragraphs are inserted for ease of reference only and shall not affect the construction or interpretation of these articles

2 **SHARES**

2 1 Subject to section 80 of the Act, all shares shall be under the control of the directors, who may allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and generally on such terms as they may think fit.

2 2 Section 89(1) and section 90(1) to (6) of the Act shall not apply

2 3 The authorised share capital of the Company at the date of adoption of these Articles is £501,000 divided into 101,000 ordinary shares of £1 each (each an "Ordinary Share") and 400,000 cumulative preference shares of £1 each (each a "Preference Share") having the following rights respectively

2 4 As regards income

The profits of the Company which are available for distribution in respect of any financial period shall be applied as follows

2 4 1 firstly, in paying to the holders of the Preference Shares on the date that any Preference Share is issued a net cash dividend of £0 60 per Preference Share so issued,

2 4 2 secondly, in paying to the holders of Preference Shares, a preferential cumulative net cash dividend (which shall be deemed to accrue from day to day) at the rate of 5% per year of the nominal value of each such share Such dividend shall be payable in equal instalments on 30 June and 31 December in each year,

2 4 3 thirdly, in paying to the holders of Ordinary Shares, in proportion to the amount paid up or credited as paid up on such shares held by them respectively, a dividend of such further amount, if any, as the Company may (subject to the Act) determine to distribute

2 5 Unless the Company has insufficient profits available for distribution, the dividends payable under articles 2 4 1 and 2 4 2 shall (notwithstanding any other provision of

these Articles or of Table A and notwithstanding there has not been a recommendation of the directors or resolution of the Company in general meeting) be paid immediately on the due date and, if not then paid, shall be a debt due by the Company and be payable in priority to any other dividend

2 6 As regards Capital

On a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its liabilities shall be applied

2 6 1 firstly, in paying to the holders of Preference Shares an amount in respect of each such share equal to any accruals of dividend payable on each such share together (whether or not such accrual would otherwise be due for payment),

2 6 2 secondly, in paying to the holders of Preference Shares an amount in respect of each such share equal to the amount paid up or credited as paid up thereon,

2 6 3 thirdly, in paying the balance to the holders of Ordinary Shares

2 7 The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. The lien conferred by Regulation 8 as amended by this Article 2 7 shall apply whether the indebtedness or liabilities in question shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than the registered holder or holders thereof and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of the registered holder or holders or his or their estates and any other person or persons whether members of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly

3 **TRANSFER AND TRANSMISSION OF SHARES**

- 3 1 Notwithstanding execution of an instrument of transfer of a share, the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the *Register of Members* in respect thereof
- 3 2 The Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company
- 3 3 The Company shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public
- 3 4 The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and whether or not subject to a lien and Regulation 24 in Table A shall be amended accordingly
- 3 5 The Directors shall have the same powers to decline and/or restrict and/or refuse to register renunciations and/or of the right and/or subscribe for Shares as they have to decline and/or restrict Transfers of Shares under the Articles of Association of the Company

4 **GENERAL MEETINGS**

- 4 1 Notices of and other communications relating to any general meeting which a member is entitled to receive shall be sent to the directors and to the auditors
- 4 2 Regulation 40 of Table A shall not apply The quorum necessary for the transaction of business at any general meeting is two members (unless at any time there is only one member in which case the quorum shall be one member) present in person or by proxy or, in the case of a corporation, a duly authorised representative
- 4 3 In the case of a body corporate, the signature of a director or the secretary and, in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purpose of passing resolutions in writing pursuant to regulation 53 of Table A or section 113 of the Companies Act 1989 or otherwise

- 4 4 In the case of a body corporate, a director or the secretary shall be deemed to be a duly authorised representative for the purposes of regulation 54 of Table A
- 4 5 An instrument appointing a proxy may, in the case of a body corporate, be signed on its behalf by a director or the secretary or by its duly appointed attorney or duly authorised representative
- 4 6 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting

5 **DIRECTORS AND ALTERNATE DIRECTORS**

- 5 1 A director shall not be required to hold any shares in the capital of the Company A director who is not a shareholder in the Company shall nevertheless be entitled to attend and speak at any general meeting
- 5 2 Regulations 65 to 69 (inclusive) of Table A shall not apply The following provisions of this article 5 2 shall apply in relation to alternate directors
- 5 2 1 Any director other than an alternate director may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him Every appointment and removal of an alternate director shall be in writing signed by the appointor and subject to any approval required shall, unless the directors otherwise agree, take effect only upon receipt of such written appointment or removal at the registered office
- 5 2 2 An alternate director shall not be entitled merely by virtue of being an alternate director to receive any remuneration from the Company except that he may be paid by the Company such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct
- 5 2 3 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence and to receive notice of all general meetings

5 2 4 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. The appointment of an alternate director shall automatically determine on the happening of any event which, if he were a director, would cause him to vacate such office.

5 3 A director or any such other person as is mentioned in article 5.2 1 may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director he represents in addition to his own vote, if he is a director, as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

5 4 Except as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

6 APPOINTMENT AND RETIREMENT OF DIRECTORS

6 1 Any member or members holding a majority in nominal amount of issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, (provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors) and may remove from office any director however appointed.

6 2 Any appointment or removal made pursuant to article 6 1 shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by any director thereof or by any person authorised by resolution of the directors or of any other governing body. Any such appointment or removal shall take effect only upon receipt of such written appointment or removal at the registered office. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

6 3 Regulations 78 of Table A shall not apply to the Company.

6 4 The words "in writing" shall be inserted after the words "by notice" in regulation 81(d) of Table A.

- 6 5 Any person may be appointed or elected a director, whatever his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

7 **REMUNERATION OF DIRECTORS**

- 7 1 In addition and without prejudice to regulation 82 of Table A, any director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such remuneration by way of lump sum, salary, participation in profits or otherwise as the directors may determine

- 7 2 Without prejudice to any other provision of these articles, the directors (notwithstanding that all or some of them may be personally interested) may exercise all the powers (express or implied) of the Company relating to the establishment, maintenance, modification, discontinuance and/or winding-up of pension, life assurance, superannuation and/or health and disability funds, plans and schemes and of employees' share schemes and other share schemes

8 **PROCEEDINGS OF DIRECTORS**

- 8 1 Regulation 64 of Table A shall not apply The number of directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one

- 8 2 If and so long as the minimum number of directors appointed under these articles is one and there is only one director, that sole director may exercise all the powers conferred on the directors by these articles and may do so either by written resolution under his hand or by resolution passed at a meeting for which the quorum shall be one Regulations 88 to 90 of Table A shall not apply so long as there is only one director

- 8 3 Regulation 88 of Table A shall be amended by substituting for the sentence

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom "

The sentence

"Notice of every meeting of directors shall be given to each director or his alternate, including without limitation directors and alternate directors who may for the time being

be absent from the United Kingdom and have given the Company their address outside the United Kingdom"

8 4 Any director may participate in a meeting of directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear one another and participation in a meeting in this manner shall be deemed to constitute presence by such a person at such meeting

8 5 A telex, cable, telegram/or facsimile approval of a circulated proposal shall rank as a signed document by a director for the purpose of constituting a written resolution within regulation 93 of Table A

8 6 Regulations 94 to 97 inclusive of Table A shall not apply A director may vote at any meeting of directors or of any committee of directors of which he is a member notwithstanding that it in any way concerns or relates to a matter in which he has any interest, directly or indirectly, (but shall nevertheless declare his interest whether or not there is an independent quorum of the board for him to declare it to), and, if he votes on such a resolution (having so declared his interest), his vote shall be counted, and, in relation to any such resolution, he shall, whether or not he votes (and provided he declares his interest), be taken into account in calculating the quorum present at the meeting

9 NOTICES

9 1 Any notice to be given by or to any person pursuant to these articles shall be in writing

9 2 A notice may be given to the Company or to any officer of the Company by leaving it at or by sending it by post in a prepaid envelope to the registered office

10 INDEMNITY

10 1 Subject to the Act and so far as may be permitted by law, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against any and all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including without limitation any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in

connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company Regulation 118 of Table A shall not apply

- 10 2 Without prejudice to article 10 1, the directors may effect and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of any Relevant Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are or were at any time interested including without limitation insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution of their duties and/or in the actual or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company or any such pension fund or employees' share scheme
- 10 3 "Relevant Company" means the Company, any holding company or parent undertaking (as defined in section 258 and section 736 of the Act) from time to time of the Company or in which the Company or any such holding company or parent undertaking or any of the predecessors of the Company or of any such holding company or parent undertaking has or had at any time any interest, whether direct or indirect, or which is or was at any time in any way allied to or associated with the Company or any subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Act) of the Company or of such other company or undertaking