

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

SHROPSHIRE NEWSPAPERS LIMITED
(a company registered in England no 00123264)
("the Company")

**WRITTEN RESOLUTION
OF
THE SOLE MEMBER**

Circulation Date: 20..October 2016

Date Passed. . 20. . October. . 2016

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 ("**the Resolution**") The Resolution is being proposed in connection with a proposed reduction of the Company's share capital and a solvency statement made by the directors of the Company on 20 October 2016 relating to that proposed reduction of capital is attached to this document

SPECIAL RESOLUTION

That pursuant to Chapter 10 of part 17 of the Companies Act 2006 and subject to the approval of the Registrar of Companies the share capital of the Company be and hereby is reduced by the cancellation of 29,998,126 issued ordinary shares of £1 each and 200,000 preference shares of £1 each registered in the name of The Midland News Association Limited and the cancellation of the amount standing to the credit of the share premium account such that following passing of this resolution the capital of the Company will be £1 divided into 1 ordinary share of £1

AGREEMENT TO WRITTEN RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution

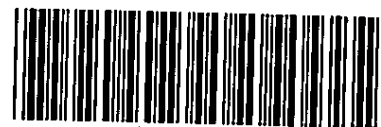
The undersigned, being the sole member entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution



Signed for and on behalf of
THE MIDLAND NEWS ASSOCIATION LIMITED

20 October 2016
Date of Signature

TUESDAY



A05 25/10/2016 #38
COMPANIES HOUSE

NOTES

- 1 If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the company's solicitor at Shakespeare Martineau LLP, No 1 Colmore Square, Birmingham B4 6AA (ref EJB)
- 2 If you do not agree to the Resolution you need not do anything You will not be deemed to agree if you fail to respond
- 3 Once you have indicated your agreement to the Resolution you may not revoke your agreement
- 4 Unless by the end of the period of 15 days beginning with the circulation date set out above sufficient agreement has been received for the resolutions to be passed they will lapse
- 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