



SHROPSHIRE NEWSPAPERS LIMITED

(the "**Company**")

WRITTEN RESOLUTIONS OF THE DIRECTORS

In accordance with the articles of association of the Company (the "**Articles**"), we, the undersigned, being the directors of the Company (the "**Directors**") **HEREBY PASS** the following resolutions in writing and agree that said resolutions be valid and effectual as if the same had been passed at a meeting of the directors duly convened and held:

1. BACKGROUND

- 1.1 It is noted that the Company intends to adopt new articles of association of the Company (the "**New Articles**") in substitution for the Articles.
- 1.2 It is further noted that the purpose of these resolutions is to consider and, if thought fit, approve the adoption of the New Articles and certain matters ancillary thereto.

2. DIRECTORS' INTERESTS

- 2.1 For the purposes of sections 177 to 185 of the Companies Act 2006 (the "**Act**") and the Articles, all of the Directors declared that they were interested in the business of these resolutions by virtue of the fact that they are also directors of the sole shareholder of the Company, being Midland News Association Limited (The) (the "**Parent**"), and would therefore be required to consider the Sole Member Resolution (as defined below) in their capacity as directors of the Parent.
- 2.2 It is noted that the interests declared in paragraph 2.1 do not prevent the Directors from voting or counting in the quorum in respect of the business of these resolutions.
- 2.3 It is further noted that, except as disclosed in paragraph 2.1, each Director is not in any way (directly or indirectly) interested in the business of these resolutions.

3. NEW ARTICLES

- 3.1 It is noted that the Company intends to adopt the New Articles as the articles of association of the Company in substitution for the Articles and to disapply any objects of the Company included in the Articles.
- 3.2 The Directors have reviewed final drafts of:
 - (a) the New Articles; and
 - (b) a sole member resolution (to be circulated to the Parent) containing a resolution to adopt the New Articles and to disapply any objects of the Company (the "**Sole Member Resolution**").

3.3 Having carefully considered the New Articles and having regard to all matters considered relevant (including the matters referred to in section 172(1) of the Act), **IT IS RESOLVED** that:

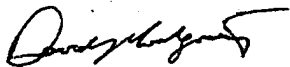
- (a) the Sole Member Resolution be and hereby is approved with any amendments which any Director deems necessary;
- (b) the circulation of the Sole Member Resolution and the New Articles to the Parent be and hereby is approved; and
- (c) (subject to the Sole Member Resolution being duly passed) the New Articles be and hereby are approved and adopted and any of the objects of the Company be and hereby are disapplied.

4. FILINGS

IT IS RESOLVED that the Directors be and hereby are authorised to make all appropriate entries in the Company's books and registers and to file all forms and documents that it was required to file at Companies House, including:

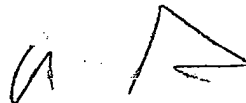
- (a) a print of the Sole Member Resolution;
- (b) a copy of the New Articles; and
- (c) statutory Form CC04 notifying the change of the objects of the Company in the Articles.

Signature:



David Montgomery

Signature:



Mark Hollinshead

Dated: 17 January 2024

Dated: 17 January 2024

Signature:



Sheree Manning

Dated: 17 January 2024