

Company No. 03516612

We certify this to be
a true copy
25/04/12

THE COMPANIES ACT 2006

REGIONAL INDEPENDENT MEDIA FUNDING 2 LIMITED

(THE "COMPANY")

WRITTEN RESOLUTIONS

19 April

2012 (the "Circulation Date")

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) at the Circulation Date, irrevocably agree to the following resolutions of the Company, having effect as special resolutions, in accordance with Chapter 2 Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

THAT:

1. The terms of, the transactions contemplated by and the entry into of the documents listed below (the "**Documents**"), each of which has been examined by the sole shareholder, would be for the commercial benefit and advantage of the Company and likely to promote the success of the Company, and are hereby approved:
 - (a) an amendment and restatement agreement in respect of the override agreement originally dated 28 August 2009 (as amended from time to time) between, among others, Johnston Press plc, Barclays Bank plc as the Restructuring Agent, Barclays Bank plc as the Security Trustee (the "**Parties**") and the Company as a Guarantor (the "**First Amendment and Restatement Agreement**"),
 - (b) an amendment and restatement agreement in respect of the intercreditor agreement originally dated 28 August 2009 (as amended from time to time) between, among others, the Parties (the "**Secondment Amendment and Restatement Agreement**"),(each an "**Amendment and Restatement Agreement**"),
 - (c) the restated override agreement in the form set out in schedule 3 (Restated Override Agreement) to the First Amendment and Restatement Agreement (the "**Restated Override Agreement**"), and
 - (d) the restated intercreditor agreement in the form set out in schedule 2 (Restated Intercreditor Agreement) to the Second Amendment and Restatement Agreement
2. The terms of and the transactions contemplated by the Documents be and they are hereby approved
3. The Company execute, deliver and perform its obligations under the Documents
4. Any Director of the Company be and he or she is hereby authorised to execute each Amendment and Restatement Agreement on behalf of the Company subject to such amendments and modifications as the Director executing the same may in his/her absolute discretion agree and so that the Director's signature of that Amendment and Restatement Agreement shall be conclusive evidence of the agreement to such amendments or modifications

THURSDAY



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COMPANIES HOUSE

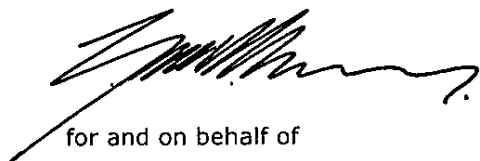
- 5 Any Director or Secretary (if any) of the Company be and he or she is hereby authorised, on the Company's behalf, to sign and/or despatch all certificates, documents and notices to be signed/despatched by the Company under or in connection with the Documents
- 6 Any Director be and he or she is hereby authorised to do all such acts and things and agree and execute all such documents as may be required in order to implement the transactions contemplated by the Documents in each case in such manner or form as the Director may in his or her absolute discretion think fit.
7. Any Director be and he or she is hereby authorised to execute each Amendment and Restatement Agreement by the signing of a signature page which is unattached to a full hard copy version of the relevant Amendment and Restatement Agreement
- 8 If any document agreed by a Director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the Companies Act 2006
- 9 Any of the foregoing that has been done on or before the date hereof be and is hereby adopted, ratified, confirmed and approved

Terms defined in the Restated Override Agreement shall have the same meaning in these resolutions unless otherwise defined

AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the resolutions



for and on behalf of

JOHNSTON PUBLISHING LIMITED

Date 19 April 2012

NOTES:

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering a copy by email to kathryn.marle@ashurst.com with the original to Ashurst LLP at the following address Kathryn Marle, Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA acting on behalf of the Company

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions you may not revoke your agreement

- 3 Unless, before the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.