



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **26/04/2016**

X55P325U

Company Name: **Johnston Press plc**

Company Number: **SC015382**

Date of this return: **19/04/2016**

SIC codes: **70100**

Company Type: **Public limited company**

Situation of Registered Office: **ORCHARD BRAE HOUSE
30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

COMPUTERSHARE INVESTOR SERVICES PLC
LEVEN HOUSE, 10 LOCHSIDE PLACE, EDINBURGH PARK
EDINBURGH
SCOTLAND
EH12 9DF

The following records have moved to the single alternative inspection location:

Register of members (section 114)

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR PETER MICHAEL**

Surname: **MCCALL**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Company Director ***I***

Type: **Person**

Full forename(s): **KJELL**

Surname: **AAMOT**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Country/State Usually Resident: **NORWAY**

Date of Birth: ****/09/1950**

Nationality: **NORWEGIAN**

Occupation: **DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR ASHLEY GILROY MARK**

Surname: **HIGHFIELD**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/10/1965** *Nationality:* **BRITISH**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director **3**

Type: **Person**
Full forename(s): **MR DAVID JOHN**

Surname: **KING**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/08/1959** *Nationality:* **BRITISH**

Occupation: **CHIEF FINANCIAL OFFICER**

Company Director 4

Type: **Person**
Full forename(s): **MR A RALPH**

Surname: **MARSHALL**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Country/State Usually Resident: **MALAYSIA**

Date of Birth: ****/10/1951** *Nationality:* **MALAYSIAN**

Occupation: **DIRECTOR**

Company Director **5**

Type: **Person**
Full forename(s): **MR MARK A**

Surname: **PAIN**

Former names:

Service Address: **8TH FLOOR**
 ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
 EDINBURGH
 SCOTLAND
 EH4 2HS

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/06/1961** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director **6**

Type: **Person**
Full forename(s): **MS CAMILLA A**

Surname: **RHODES**

Former names:

Service Address: **8TH FLOOR**
 ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
 EDINBURGH
 SCOTLAND
 EH4 2HS

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/05/1958** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director 7

Type: **Person**
Full forename(s): MR IAN SM

Surname: RUSSELL

Former names:

Service Address: 8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS

Country/State Usually Resident: SCOTLAND

Date of Birth: **/01/1953 *Nationality:* BRITISH
Occupation: CHAIRMAN

Company Director 8

Type: **Person**
Full forename(s): **MR STEPHEN**

Surname: **VAN ROOYEN**

Former names:

Service Address: **8TH FLOOR
ORCHARD BRAE HOUSE, 30 QUEENSFERRY ROAD
EDINBURGH
SCOTLAND
EH4 2HS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/04/1973** *Nationality:* **BRITISH**

Occupation: **NON-EXECUTIVE DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	13.75% CUMULATIVE PREFERENCE SHARES	<i>Number allotted</i>	756000
		<i>Aggregate nominal value</i>	756000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A) THE PREFERENCE SHARES ENTITLE THE HOLDERS TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS OF THE COMPANY AND NOTICE OF ANY GENERAL MEETING BUT NOT ATTEND OR VOTE UNLESS EITHER:- (I) AT THE DATE OF THE NOTICE CONVENING THE MEETING THE DIVIDEND ON SUCH SHARES IS IN ARREARS; OR (II) THE BUSINESS OF MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR THE WINDING UP OF THE COMPANY OR REDUCING ITS CAPITAL OR ANY RESOLUTION DIRECTLY ABROGATING OR VARYING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHED TO SUCH SHARES AND THEN ONLY ON SUCH RESOLUTION. IN SUCH CASES EACH HOLDER OF THE PREFERENCE SHARES PRESENT IN PERSON SHALL ON A SHOW OF HANDS HAVE ONE VOTE AND SHALL, ON A POLL, HAVE ONE VOTE FOR EVERY ?1 NOMINAL OF PREFERENCE SHARE CAPITAL HELD BY HIM. B) EACH PREFERENCE SHARE IS ENTITLED TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE RATE OF 13.75% PER ANNUM. C) EACH PREFERENCE SHARE IS ENTITLED TO PARTICIPATE IN A RETURN OF ASSETS ON A WINDING UP OR OTHERWISE IN PREFERENCE TO DISTRIBUTION TO OTHER CLASSES OF SHARES ON THE COMPANY AND SHALL BE PAID THE AMOUNT PAID UP ON THE SHARES TOGETHER WITH THE GREATER OF 10P AND AN AMOUNT EQUAL TO THE EXCESS (IF ANY) OF THE MARKET VALUE OF EACH PREFERENCE SHARE OVER THE NOMINAL AMOUNT PAID UP THEREON. D) THERE ARE NO RIGHTS TO REDEEM PREFERENCE SHARES.

Class of shares	13.75 A CUMULATIVE PREFERENCE SHARES	<i>Number allotted</i>	349600
		<i>Aggregate nominal value</i>	349600
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A) THE "A" PREFERENCE SHARES ENTITLE THE HOLDERS TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS OF THE COMPANY AND NOTICE OF ANY GENERAL MEETING BUT NOT ATTEND OR VOTE UNLESS EITHER:- (I) AT THE DATE OF THE NOTICE CONVENING THE MEETING THE DIVIDEND ON SUCH SHARES IS IN ARREARS; OR (II) THE BUSINESS OF MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR THE WINDING UP OF THE COMPANY OR REDUCING ITS CAPITAL OR ANY RESOLUTION DIRECTLY ABROGATING OR VARYING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHED TO SUCH SHARES AND THEN ONLY ON SUCH RESOLUTION. IN SUCH CASES EACH HOLDER OF THE "A" PREFERENCE SHARES PRESENT IN PERSON SHALL ON A SHOW OF HANDS HAVE ONE VOTE AND SHALL, ON A POLL, HAVE ONE VOTE FOR EVERY ?1 NOMINAL "A" PREFERENCE SHARE CAPITAL HELD BY HIM. B) EACH "A" PREFERENCE SHARE IS ENTITLED TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE RATE OF 13.75% PER ANNUM. C) EACH "A" PREFERENCE SHARE IS ENTITLED TO PARTICIPATE IN A RETURN OF ASSETS ON A WINDING UP OR OTHERWISE SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES AND SHALL BE PAID THE AMOUNT PAID UP ON THE SHARE; AND SUBJECT THERETO A SUM EQUAL TO ANY ARREARS, DEFICIENCY OR ACCRUALS OF THE DIVIDEND ON THE "A" PREFERENCE SHARE. D) THERE ARE NO RIGHTS TO REDEEM PREFERENCE SHARES.

Class of shares	ORDINARY SHARES OF 1P EACH	<i>Number allotted</i>	105877777
		<i>Aggregate nominal value</i>	1058777.77
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.322494
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A) EACH ORDINARY SHARE CARRIES EQUAL RIGHTS AND ENTITLES THE HOLDER TO VOTE AT A GENERAL MEETING WHETHER ON A SHOW OF HANDS OR ON A POLL. B) EACH ORDINARY SHARE HAS AN EQUAL RIGHT TO DIVIDENDS. THE COMPANY MAY, BY ORDINARY RESOLUTION, DECLARE DIVIDENDS. C) EACH ORDINARY SHARE IS ENTITLED TO PARTICIPATE IN A RETURN OF ASSETS ON A WINDING-UP OR OTHERWISE SUBJECT TO PAYMENTS MADE FIRST, TO THE HOLDERS OF THE PREFERENCE SHARES AND SECOND, TO THE HOLDERS OF THE "A" PREFERENCE SHARES. D) THERE ARE NO RIGHTS TO REDEEM THE ORDINARY SHARES.

Class of shares	DEFERRED SHARES OF 9P EACH	<i>Number allotted</i>	690294608
		<i>Aggregate nominal value</i>	62126514.72
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NOT ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION. NOT ENTITLED TO RECEIVE A SHARE CERTIFICATE IN RESPECT OF THE SHAREHOLDING. NOT ENTITLED TO RECEIVE NOTICE OF, NOR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING. ON A RETURN OF CAPITAL ON A WINDING-UP, ENTITLED TO A PAYMENT ONLY AFTER HOLDERS OF ORDINARY, PREFERENCE AND ?A? PREFERENCE SHARES.

Class of shares	SECOND CLASS	<i>Number allotted</i>	5293888850
	DEFERRED SHARES OF 0.98P	<i>Aggregate nominal value</i>	51880110.73
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.0098
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NOT ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION. NOT ENTITLED TO RECEIVE A SHARE CERTIFICATE IN RESPECT OF THE SHAREHOLDING. NOT ENTITLED TO RECEIVE NOTICE OF, NOR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING. ON A RETURN OF CAPITAL ON A WINDING-UP, ENTITLED TO A PAYMENT ONLY AFTER ALL OTHERS SHAREHOLDERS.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	6091166835
		<i>Total aggregate nominal value</i>	116171003.22

The company's shares were admitted to trading on a market during the period of this return and it was an issuer to which the shareholders notification requirements of Chapter 5 of the FSA's Disclosure and Transparency Rules source book applied throughout the period of the return

The Company was not required to provide details of any shareholders

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.