

SH02

Laserform

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ What this form is for

You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares.

☐ What this form is N

You cannot use this
notice of a conversio
stock.

SATURDAY



SCT 15/11/2014 #476
COMPANIES HOUSE

1 Company details

Company number S C 0 1 5 3 8 2

Company name in full Johnston Press plc

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution 1 2 1 1 2 0 1 4

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary	5,293,888,850	0.01	5,293,888,850	0.0002
Second Class Deferred	0		5,293,888,850	0.0098

5 Redemption

Please show the class number and nominal value of shares that have been redeemed.
Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling.
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
See attached continuation sheet				£
				£
				£
				£
Totals				£

8 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

Continuation pages.
Please use a Statement of Capital continuation page if necessary.

③ Total number of issued shares in this class.

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9 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

1 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

Total number of shares

Total aggregate nominal value **1****10 Statement of capital (Prescribed particulars of rights attached to shares) 2**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8.

2 Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

Ordinary

Prescribed particulars

Please see attached continuation sheet.

Class of share

13.75 Cumulative Preference

Prescribed particulars

Please see attached continuation sheet.

Class of share

13.75 "A" Cumulative Preference

Prescribed particulars

Please see attached continuation sheet.

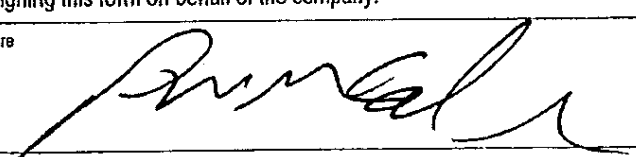
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Class of share	Deferred	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Prescribed particulars	<p>Not entitled to receive any dividend or other distribution.</p> <p>Not entitled to receive a share certificate in respect of the shareholding.</p>	
	<p>Not entitled to receive notice of, nor attend, speak or vote at any general meeting.</p> <p>On a return of capital on a winding-up, entitled to a payment only, after holders of Ordinary, Preference and "A" Preference Shares.</p>	
Class of share	Second Class Deferred	
Prescribed particulars	<p>Not entitled to receive any dividend or other distribution.</p> <p>Not entitled to receive a share certificate in respect of the shareholding.</p> <p>Not entitled to receive notice of, nor attend, speak or vote at any general meeting.</p> <p>On a return of capital on a winding-up, entitled to a payment only after all other shareholders.</p>	

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Signature

Signature	I am signing this form on behalf of the company.		<p>② Societas Europaea</p> <p>If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p>③ Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006.</p>
	<p>Signature</p> <p>X  X</p>	<p>This form may be signed by:</p> <p>Director Secretary Person authorised Administrator Administrative Receiver Receiver Receiver manager CIC manager</p>	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name CQP/J455.00077/38312358

Company name
Ashurst LLP

Address Broadwalk House
5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

Statement of capital

Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	0.0002	0.00	5293888850	1,058,777.77
13.75% Cumulative Preference	1.00	0.00	756000	756,000.00
13.75% "A" Cumulative Preference	1.00	0.00	349600	349,600.00
Deferred	0.09	0.00	690294608	62,126,514.72
Second Class Deferred	0.0098	0.00	5293888850	51,880,110.73
Totals			11279177908	116,171,003.22

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share.

2 Total number of issued shares in this class.

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Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary Shares	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>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.</p> <p>B) Each ordinary share has an equal right to dividends. The company may, by ordinary resolution, declare dividends.</p> <p>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.</p> <p>D) There are no rights to redeem the ordinary shares.</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p>

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Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	13.75% Cumulative Preference Shares	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>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:</p> <p>(1) at the date of the notice convening the meeting the dividend on such shares is in arrears; or</p> <p>(2) the business of the 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.</p> <p>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 preference share capital held by him.</p> <p>B) Each preference share is entitled to be paid a fixed cumulative preferential dividend at the rate of 13.75% per annum.</p> <p>C) Each 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 (i) the amount paid up on the share; (ii) subject thereto, 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 thereon; and (iii) subject thereto, a sum equal to any arrears, deficiency or accruals of the dividend on the preference shares.</p> <p>D) There are no rights to redeem preference shares.</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p>

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Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	13.75% "A" Cumulative Preference Shares	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>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:</p> <p>(1) at the date of the notice convening the meeting the dividend on such shares is in arrears; or</p> <p>(2) the business of the 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.</p> <p>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.</p> <p>B) Each "A" preference share is entitled to be paid a fixed cumulative preferential dividend at the rate of 13.75% per annum.</p> <p>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 (i) the amount paid up on the share; (ii) subject thereto, the greater of 10p and an amount equal to the excess (if any) of the market value of each "A" preference share over the nominal amount paid thereon; and (iii) subject thereto, a sum equal to any arrears, deficiency or accruals of the dividend on the "A" preference shares.</p> <p>D) There are no rights to redeem "A" preference shares.</p>	<p>a particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p>