



Companies House

**AR01** (ef)

**Annual Return**



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**X45TBQ96**

*Company Name:* **Johnston Press plc**

*Company Number:* **SC015382**

*Date of this return:* **19/04/2015**

*SIC codes:* **70100**

*Company Type:* **Public limited company**

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

**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**

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*Company Director*    ***1***

*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:*    **07/09/1950**

*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:* **03/10/1965** *Nationality:* **BRITISH**

*Occupation:* **CHIEF EXECUTIVE OFFICER**

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*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:*    **07/08/1959**                            *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:* **01/10/1951** *Nationality:* **MALAYSIAN**

*Occupation:* **DIRECTOR**

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*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:*    **15/06/1961**                            *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:*    **05/05/1958**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

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*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:* **16/01/1953** *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:* **03/04/1973** *Nationality:* **BRITISH**

*Occupation:* **NON-EXECUTIVE DIRECTOR**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>2635</b>
		<i>Aggregate nominal value</i>	<b>263.5</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.1325</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>6118</b>
		<i>Aggregate nominal value</i>	<b>611.8</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.286</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>9715</b>
		<i>Aggregate nominal value</i>	<b>971.5</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.13275</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>57488</b>
		<i>Aggregate nominal value</i>	<b>5748.8</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.038267</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>1274131</b>
		<i>Aggregate nominal value</i>	<b>127413.1</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.1575</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>49262044</b>
		<i>Aggregate nominal value</i>	<b>4926204.4</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>ORDINARY SHARES</b>	<i>Number allotted</i>	<b>639739965</b>
		<i>Aggregate nominal value</i>	<b>63973996.5</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.89</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

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

*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.

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

*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.

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>691457696</b>
		<i>Total aggregate nominal value</i>	<b>70140809.6</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 19/04/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

*The company has indicated that there are no changes to shareholder details; a full list was provided in one of the previous two returns.*

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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