

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

RESOLUTIONS

of

JOHNSTON PRESS plc ("the Company")

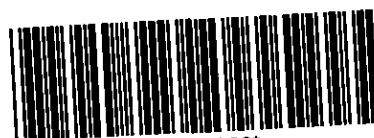
At the eighty-eighth Annual General Meeting of the Company held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA, on 22 May 2017, the following resolutions were passed of which resolution 13 was passed as an ordinary resolution and resolutions 14, 15, 16 and 17 were passed as special resolutions:

ORDINARY RESOLUTION

Resolution 13 – Authority to allot

THAT the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares and to grant rights to subscribe for, or convert any security into, shares:

- (i) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £352,925.92 (such amount to be reduced by the nominal amount allotted or granted under (ii) below in excess of such sum); and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £705,851.84 (such amount to be reduced by any allotments or grants made under (i) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 30 June 2018), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for, or to convert any security into, shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).



A16

23/05/2017
COMPANIES HOUSE

#94

SPECIAL RESOLUTIONS

Resolution 14 - Directors' power to allot equity securities for cash

THAT, subject to the passing of Resolution 13 set out in the notice of this meeting, the directors be and are hereby empowered pursuant to the provisions of section 570(1) of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority granted by that resolution for cash, as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of such equity securities for cash:

- (i) in connection or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(ii), by way of rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements, treasury shares, record dates or legal or practical problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 13(i) above and otherwise than pursuant to sub-paragraph (i) above of this resolution, up to an aggregate nominal amount of £52,938.

This power shall expire, unless previously revoked or varied, on the date of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2018) save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Resolution 15 - Additional power to allot equity securities for cash

THAT, subject to the passing of resolutions 13 and 14 set out in the notice of this meeting, and in addition to the power given by that resolution 14, the directors be given power pursuant to sections 570(1) of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of that resolution 14 as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to the allotment of equity securities for cash up to an aggregate nominal amount of £52,938; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

This power shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2018), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted after such expiry and the directors may allot equity securities shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

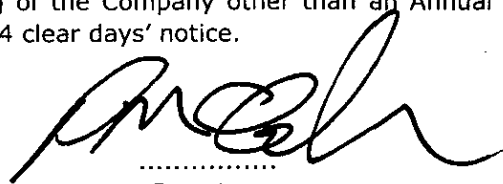
Resolution 16 - Company to purchase its own Ordinary Shares

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 1 pence each in the capital of the Company ("**Ordinary Shares**") on such terms and in such a manner as to the directors may from time to time determine, PROVIDED THAT:

- (i) the maximum number of Ordinary Shares hereby authorised to be acquired is 10,587,777;
- (ii) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share is an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the share is contracted to be purchased and (b) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
- (iii) the minimum price which may be paid for each Ordinary Share is 1 pence (exclusive of associated expenses); and
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company; but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract.

Resolution 17 - Notice required for general meetings

THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.



.....
Secretary

Presented by: Ashurst LLP
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020 7638 1111