

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

JOHNSTON PRESS plc ("the Company")

FRIDAY



SCT \*S77NU10X\* 08/06/2018 #327  
COMPANIES HOUSE

At the eighty-ninth Annual General Meeting of the Company held at The Balmoral Hotel, 1 Princes Street, Edinburgh, EH2 2EQ on 5 June 2018 the following resolution was passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

"THAT, subject to the passing of Resolution 11 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 11(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 11(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 2019) 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."

Secretary