

Company Number: 03165420

**Newsquest Limited**  
(the "Company")

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**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY PROPOSED BY THE  
BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE  
COMPANIES ACT 2006**

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In accordance with section 288 of the Companies Act 2006, Gannett U.K. Limited being the sole member of the Company who at the date this resolution is circulated, would have been entitled to vote on this resolution, DECLARES that the following written resolution shall take effect as a special resolution

**SPECIAL RESOLUTION**

Gannett U.K. Limited RESOLVES THAT the Articles of Association of the Company be and are hereby amended by adding in a new Article 26A as follows:

- "(a) Notwithstanding anything contained in these articles of association ("**Articles**"), where a transfer of shares in the Company is or is proposed to be
- (i) executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest,
  - (ii) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or
  - (iii) made to any Secured Party pursuant to any relevant security interest,
- each being a "**Secured Party Transfer**",
- (iv) the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;
  - (v) a holder of shares in the Company shall not be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place, and
  - (vi) a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them.

A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts

- (b) Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

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(c) If there is any inconsistency between any provision of this article and any provision of any other article, the provision of this article shall apply."

**"Secured Party"** means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."



for and on behalf of  
Gannett U.K. Limited

Dated: 18/11/19

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolution. Newsquest Limited is a sole member company.
2. The circulation date of the written resolution is 18 / 11 2019 (the "Circulation Date").
3. The procedure for signifying agreement by the sole member to the written resolution is as follows:
  - a. The sole member signifies its agreement to the proposed written resolution when the company receives from the member (or someone acting on its behalf) an authenticated document –
    - i. identifying the resolution to which it relates; and
    - ii. indicating the sole member's agreement to the resolution.
  - b. The document must be sent to the company in hard copy form or in electronic form.
  - c. The sole member's agreement to a written resolution, once signified, may not be revoked
  - d. The written resolution is passed when the sole member has signified its agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006).