

Company No: 15382

THE COMPANIES ACTS 1985 TO 1989

PUBLIC LIMITED COMPANY

ORDINARY RESOLUTION

of

JOHNSTON PRESS PLC

At an Extraordinary General Meeting of the Company held at 53 Manor Place, Edinburgh on 21 June 1999, the following resolution was passed as an Ordinary Resolution of the Company:

RESOLUTION

"THAT the proposed acquisition by the Company (or a wholly owned subsidiary) of the ordinary stock units of 25p each (issued and to be allotted or issued or arising on conversion) not already owned by the Company, the 6 per cent cumulative preference stock units of £1 each and the 11.5 per cent cumulative preference shares of £1 each of, in each case, Portsmouth & Sunderland Newspapers, plc (the "P&SN Capital") on the terms of the offers to be made by N M Rothschild & Sons Limited on behalf of the Company (or a wholly owned subsidiary) (including any revision, alteration or extension thereof) to acquire the P&SN Capital (or any part thereof) upon the terms and subject to the conditions to be set out in an offer document or in any other document to be addressed to holders of P&SN Capital (or on and subject to the terms of any amended, varied, revised, extended, additional or other offer or offers as may be approved by the board of directors of the Company or any duly constituted committee thereof) (the "Offers") be and is hereby approved and the directors of the Company (or any duly constituted committee thereof) be and are hereby authorised to waive, amend, vary or extend any of the terms and conditions of the Offers which are not considered by them to be material and to do all such things as they or it may consider necessary or expedient in connection with, or to give effect to, such acquisition and/or the Offers."


Secretary

