In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

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You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT**
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

SATURDAY

S3KOL082
SCT 15/11/2014 #477
COMPANIES HOUSE

1 Company details

Company number	S C 0 1 5 3 8 2
Company name in full	Johnston Press plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From Date	d 0 d 7	m 1 m 1	y 2 y 0 y 1 y 4
To Date	d d	m m	y y y y

❶ **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	Number of shares allotted	Nominal value of each share.	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary		15	0.01	0.01	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	0.01	0.00	5293888850	£ 52,938,888.50
13.75% Cumulative Preference	1.00	0.00	756000	£ 756,000.00
13.75% "A" Cumulative Preference	1.00	0.00	349600	£ 349,600.00
Deferred	0.09	0.00	690294608	£ 62,126,514.72
		Totals	5985289058	£ 116,171,003.22

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ❹	

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ E.g. Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5.

Class of share	Ordinary
Prescribed particulars ❶	Please see attached statement of capital.
Class of share	13.75% Cumulative Preference
Prescribed particulars ❶	Please see attached statement of capital.
Class of share	13.75% "A" Cumulative Preference
Prescribed particulars ❶	Please see attached statement of capital.

❶ **Prescribed particulars of rights attached to shares**

The particulars are:

a particulars of any voting rights, including rights that arise only in certain circumstances;

b particulars of any rights, as respects dividends, to participate in a distribution;

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page
Please use a Statement of Capital continuation page if necessary.

8 Signature

I am signing this form on behalf of the company.

Signature

Signature

X X

This form may be signed by:
~~Director ❷~~, Secretary, ~~Person authorised ❸, Administrator, Administrative receiver~~, Receiver, ~~Receiver manager, CIC manager.~~

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name CQP/J455.00077/38334495

Company name Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone. +44 (0)20 7638 1111

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	A) Each ordinary share carries equal rights and entitles the holder to vote at a general meering 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.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	13.75% Preference Shares
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: (1) at the date of the notice convening the meeting the dividend on such shares is in arrears; or (2) the business of the 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 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 subject to the rights of the preference shares and shall be paid (i) the amount paid up on the share; (ii) subject thereto, 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 thereon; and (iii) subject thereto, a sum equal to any arrears, deficiency or accruals of the dividend on the preference shares. D) There are no rights to redeem preference shares.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	13.75% "A" Preference Shares
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:

(1) at the date of the notice convening the meeting the dividend on such shares is in arrears; or

(2) the business of the 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 (i) the amount paid up on the share; (ii) subject thereto, the greater of 10p and an amount equal to the excess (if any) of the market value of each "A" preference share over the nominal amount paid thereon; and (iii) subject thereto, a sum equal to any arrears, deficiency or accruals of the dividend on the "A" preference shares.

D) There are no rights to redeem "A" preference shares.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Deferred
Prescribed particulars	Not entitled to receive any dividend or other distribution. Not entitled to receive a share certificate in respect of the shareholding. Not entitled to receive notice of, nor attend, speak or vote at any general meeting. On a return of capital on a winding-up, entitled to a payment only after all other shareholders.