

Company No: 15382



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THE COMPANIES ACTS 1985 TO 1989

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PUBLIC LIMITED COMPANY

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SPECIAL RESOLUTION

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of  
JOHNSTON PRESS PLC

At the seventieth Annual General Meeting of the Company held at 53 Manor Place, Edinburgh on 30<sup>th</sup> April, 1999, the following resolution was passed as a Special Resolution of the Company:-

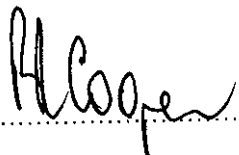
RESOLUTION

"That the Directors be and are hereby empowered pursuant to the provisions of Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94 of the Act) for cash, as if sub-section (1) of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited:-

- (i) to the allotment of such equity securities in connection with a rights issue in favour of Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £1,002,390.

This power shall expire, unless previously revoked or varied, on the date of the Annual General

Meeting of the Company held in 2000 save that the Company may before such expiry make an 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."

  
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Secretary