

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

JOHNSTON PRESS plc ("the Company")

FRIDAY



SCT *S77NU0Z5* #319
08/06/2018
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 the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such a manner as the directors may from time to time determine, PROVIDED THAT:

- (i) the maximum number of Ordinary Shares hereby authorised to be acquired is 10,587,777;
- (ii) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share is an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the share is contracted to be purchased and (b) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the purchase is carried out;
- (iii) the minimum price which may be paid for each Ordinary Share is 1 pence (exclusive of associated expenses); and
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company; but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract."

Secretary