

THE COMPANIES ACT 2006

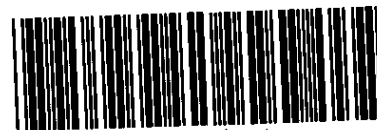
PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

JOHNSTON PRESS plc ("the Company")

FRIDAY



SCT *S77NUØZD* 08/06/2018 #320
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, subject to the passing of resolutions 11 and 12 set out in the notice of this meeting, and in addition to the power given by that resolution 12, the directors be given power pursuant to sections 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (i) of that resolution 11 as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to the allotment of equity securities for cash up to an aggregate nominal amount of £52,938; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

This power shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2019), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted after such expiry and the directors may allot equity securities shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired."

Secretary