

Company Number : 82548

Trinity Mirror plc
(the "Company")

Resolutions passed at the Annual General Meeting of the Company other than resolutions concerning ordinary business

Authority to allot shares

13 THAT in substitution for all subsisting authorities to the extent unused the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £8,589,684 (such amount to be reduced by the nominal amount of any equity securities, as defined in section 560 of the Act, allotted or granted under paragraph (ii) of this Resolution in excess of £8,589,684); and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £17,179,368 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) of this Resolution) in connection with an offer by way of a rights issue:
 - a) to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including such problems arising by virtue of equity securities being represented by depositary receipts),

provided that the authorities conferred by sub-paragraphs (i) and (ii) above shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 7 August 2016, save that under each authority the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Authority to disapply pre-emption rights

14 THAT subject to the passing of Resolution 13 above and in substitution for all subsisting authorities to the extent unused, the directors be and they are hereby generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power:

- i. shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 13 by way of a rights issue only):
 - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities as required by the rights of those securities, or as the directors otherwise consider necessary and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any

regulatory body or stock exchange or any other matter (including such problems arising by virtue of equity securities being represented by depositary receipts); and

- ii. in the case of the authority granted under paragraph (i) of Resolution 13 and/or in the case of any sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act shall be limited to the allotment (otherwise than under paragraph (i) of this Resolution 14) of equity securities up to an aggregate nominal value of £1,288,452; and

shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 7 August 2016, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Authority to purchase own shares

15 THAT the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 10 pence each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the directors of the Company may from time to time determine and in substitution for all existing powers conferred on the directors of the Company provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 25,769,052;
- (ii) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 10 pence;
- (iii) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to the higher of
 - a. 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased; and
 - b. that stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation 2003;
- (iv) the authority hereby conferred by this Resolution shall, unless renewed, varied or revoked by the Company in general meeting prior to such time, expire at the end of the next Annual General Meeting of the Company after the passing of this Resolution (or, if earlier, at the close of business on 7 August 2016) but a contract to purchase Ordinary Shares 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 as if the authority conferred hereby had not expired.

Political donations

16 THAT in accordance with the Act, the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this Resolution has effect be and are hereby authorised to:

- (i) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total; and/or
- (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and/or
- (iii) incur political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, 7 August 2016, provided that the aggregate amount of any such donations and expenditure within such period shall not exceed £75,000.

For the purpose of this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

Notice of general meetings

17 THAT a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

Jeremy Rhodes
Company Secretary
Trinity Mirror plc