

**Trinity Mirror plc**  
(Company Number 82548)

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**IN ACCORDANCE WITH THE LISTING RULES LR 9.6.2R**

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At the Annual General Meeting of Trinity Mirror plc (the "Company"), duly convened and held at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL on Thursday 5 May 2016 at 11.30am, the following resolutions were passed:

**Special Business:**

**Resolution 14: Authority to allot shares (Ordinary Resolution)**

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 £9,448,652 (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 14 in excess of £9,448,652); and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £18,897,304 (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 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),

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 at the close of business on 27 June 2017 (whichever is the earlier date), 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.

**Resolution 15: Authority to disapply pre-emption rights (Special Resolution)**

THAT subject to the passing of Resolution 14 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 Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 14 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 14 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 14 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 15) of equity securities up to an aggregate nominal value of £2,834,595; 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, the close of business on 27 June 2017, 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.

#### **Resolution 16: Authority to purchase own shares (Special Resolution)**

THAT the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Companies Act 2006 (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 28,345,957;
- (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. an amount equal to 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;
- (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 27 June 2017) 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.

**Resolution 17: Political donations (Ordinary Resolution)**

THAT in accordance with the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company may at any time:

- (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, 27 June 2017, 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.

**Resolution 18: Notice of general meetings (Special Resolution)**

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.

**Vijay Vaghela**  
Company Secretary