

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Trinity Mirror plc please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# Trinity Mirror plc

(Incorporated and registered in England and Wales No. 82548)

## Notice of Annual General Meeting 2018

Notice of the 2018 Annual General Meeting and a letter from your Chairman including an explanation of the business to be conducted at that Meeting which is to be held on Thursday, 3 May 2018 at 11.30 a.m. at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed Proxy Form in accordance with the instructions printed on it. The Proxy Form must be received by no later than 11.30 a.m. on Tuesday, 1 May 2018. Completion and return of the Proxy Form will not prevent you from attending and voting at the Annual General Meeting in person, should you wish. Alternatively you can register your proxy vote electronically no later than 11.30 a.m. on Tuesday, 1 May 2018, either at [www.sharevote.co.uk](http://www.sharevote.co.uk) or CREST members can use the service provided by Euroclear. Further details are given in the notes to this document.

**Trinity Mirror plc**

(Incorporated and registered  
in England and Wales No. 82548)

**Registered office**

One Canada Square  
Canary Wharf  
London  
E14 5AP

23 March 2018

Dear Shareholder,

I am pleased to invite you to the 113th Annual General Meeting of the Company (the 'Meeting') to be held at 11.30 a.m. on Thursday, 3 May 2018 at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL. The Resolutions proposed are set out on pages 3 to 5 in this document, contained within the Notice of Meeting (the 'Notice').

The Meeting provides a valuable opportunity for you, the shareholders, to meet the Board and ask questions and we look forward to your attendance.

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**Procedures at the Meeting**

Shareholders are permitted to appoint multiple proxies. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this document. Details of how to do this are set out in the explanatory notes on your Proxy Form.

We propose to put all Resolutions at the Meeting to shareholders by way of a poll. The Board considers that a poll is more democratic since it allows the votes of all shareholders to be counted. I will call for the poll at the start of the formal business of the Meeting.

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**Action to be taken**

A Proxy Form for use at the Meeting is enclosed with this document. Whether or not you propose to attend the Meeting in person, it is important that you complete and sign the enclosed Proxy Form in accordance with the instructions printed thereon and return it to the Registrars at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA as soon as possible and in any event not less than 48 hours before the time fixed for the Meeting.

If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0371 384 2235 or +44 (0)121 415 7047 from overseas. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding bank holidays). You may prefer to submit your proxy electronically. If so, please access the website [www.sharevote.co.uk](http://www.sharevote.co.uk), which is operated by Equiniti, where full details of the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Proxy Form will be required to use the electronic proxy appointment system. The deadline for receipt of electronic proxies is not later than 11.30 a.m. on 1 May 2018. Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Meeting by using the CREST electronic proxy appointment service may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual.

CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider(s). The completion and return of a Proxy Form will not preclude you from attending the Meeting and voting in person if you so wish and are so entitled. Further details of submitting proxy documentation can be found in the explanatory notes on your Proxy Form.

The results of voting at the Meeting will be announced through a Regulatory Information Service and our website: [www.trinitymirror.com](http://www.trinitymirror.com).

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**Recommendation**

Your directors believe the Resolutions which are to be proposed at the Meeting are in the best interests of the Company and its shareholders as a whole. Your directors unanimously recommend shareholders to vote in favour of the Resolutions as each of your directors intends to do in respect of their own shareholdings.

Yours faithfully,

David Grigson  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the 113th Annual General Meeting of Trinity Mirror plc will be held at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL on Thursday, 3 May 2018 at 11.30 a.m. to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions (in the case of Resolutions 1 to 14 and 18) and as Special Resolutions (in the case of Resolutions 15 to 17, 19 and 20).

## Report and Accounts

- 1 To receive the audited Report and Accounts for the 52 weeks ended 31 December 2017, together with the reports of the directors and auditors.

## Remuneration Report

- 2 To approve the Annual Remuneration Report (excluding the directors' Remuneration Policy) in the form set out on pages 46 to 60 of the audited Report and Accounts for the 52 weeks ended 31 December 2017.

## Dividend

- 3 To declare a final dividend of 3.55 pence per Ordinary Share.

## Directors

- 4 To elect Mr Nick Prettejohn as a director.
- 5 To re-elect Mr Simon Fox as a director.
- 6 To re-elect Mr Lee Ginsberg as a director.
- 7 To re-elect Mr Steve Hatch as a director.
- 8 To re-elect Dr David Kelly as a director.
- 9 To re-elect Ms Helen Stevenson as a director.
- 10 To re-elect Ms Olivia Streatfeild as a director.
- 11 To re-elect Mr Vijay Vaghela as a director.

## Auditor

- 12 To re-appoint Deloitte LLP as auditor of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the meeting.
- 13 To authorise the Audit & Risk Committee acting on behalf of the directors to determine the remuneration of the auditor.

## Authority to allot shares

- 14 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 £9,975,623 (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 £9,975,623); and
  - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £19,951,246 (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).

The authorities conferred under paragraphs (i) and (ii) above shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 30 June 2019 (whichever is the earlier), save that under each authority the Company may before such expiry make offers or enter into agreements 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 offers or agreements as if the authority conferred hereby had not expired.

**Authority to disapply pre-emption rights**

15 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 authorised, 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 or sale, provided that this authority:

- (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 £1,496,343;

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 after the passing of this Resolution or, on 30 June 2019, whichever is earlier, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors shall be entitled to allot equity securities (and sell treasury shares) pursuant to such offers or agreements as if the authority conferred hereby had not expired.

**Further disapplication of pre-emption rights for acquisitions etc.**

16 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 authorised in addition to any authority granted under Resolution 15, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash either 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 or sale, provided that this authority shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,496,343; 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 determine 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,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 30 June 2019, whichever is the earlier, save that, in each case, the Company may, before such expiry, make offers or enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

**Authority to purchase own shares**

17 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 authorities conferred on the directors of the Company, provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 29,926,869;
- (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) an amount equal to 105 per cent 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 17 shall, unless renewed, varied or revoked by the Company in general meeting expire at the end of the next Annual General Meeting of the Company after the passing of this Resolution, or on 30 June 2019, whichever is the earlier; and
- (v) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

### Political donations

18 THAT in accordance with the Companies Act 2006 (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 is effective 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 on 30 June 2019, whichever is the earlier, 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

19 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 or on 30 June 2019, whichever is the earlier.

### Change of name

20 THAT the name of the Company be changed to Reach plc.

An explanation of the proposed Resolutions is set out below.

### **Resolution 1: Report and Accounts**

The directors present to shareholders at the Meeting the audited Report and Accounts for the 52 weeks ended 31 December 2017, together with the Directors' and Auditor's Reports (the '2017 Annual Report and Accounts').

### **Resolution 2: Annual Remuneration Report**

To approve the Annual Remuneration Report as set out in the 2017 Annual Report and Accounts (excluding the directors' Remuneration Policy).

The Annual Remuneration Report details how the 2017 Remuneration Policy has been implemented in 2017. This vote is advisory and will not affect the way the policy has been implemented.

### **Resolution 3: Final dividend**

The Board proposes a final dividend of 3.55 pence per Ordinary Share for the 52 weeks ended 31 December 2017. If approved the final dividend will be paid on 8 June 2018 to those shareholders on the Register at the close of business on 11 May 2018.

### **Resolutions 4 to 11: Re-election of directors**

The Company's Articles of Association require all directors to retire and submit themselves for re-election if it is the third Annual General Meeting following the Annual General Meeting at which they were elected or last re-elected. However, the Board has agreed to adopt the best practice recommendation in the UK Corporate Governance Code that all directors seek annual election by shareholders. Accordingly, Simon Fox, Lee Ginsberg, Steve Hatch, David Kelly, Helen Stevenson, Olivia Streatfeild and Vijay Vaghela will present themselves for re-election. As this will be Nick Prettejohn's first Annual General Meeting he will seek election to the Board from the shareholders. David Grigson, as previously announced, is retiring from the Board at the conclusion of the meeting and is therefore not standing for re-election. Biographical details of each of the directors seeking election or re-election can be found on pages 32 and 33 of the 2017 Annual Report and Accounts and are included on the Company's website, [www.trinitymirror.com](http://www.trinitymirror.com).

None of the independent directors has at any time been party to any relationship, transaction or arrangement with the Company, its directors, or any controlling shareholder. Following an individual performance review by the Chairman, all the independent directors are considered to remain effective, providing high calibre support and guidance to the Board. The Company operates a Conflicts Policy against which the independence of directors is measured and reviewed.

The Nomination Committee has reviewed the performance and independence of each non-executive director, seeking election or re-election, and is satisfied that they all continue to be effective, committed and independent, and should be elected or re-elected as appropriate.

### **Resolutions 12 and 13: Re-appointment and remuneration of auditor**

Deloitte LLP's period of office as auditor of the Company expires at the conclusion of the Meeting. Resolution 12 proposes Deloitte LLP's re-appointment as auditor. Under The Statutory Audit Services for Large Companies Market Investigations (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 the audit committee has specific responsibilities, and only the audit committee (acting collectively or through its chairman, and for and on behalf of the Board) is permitted to negotiate and agree the statutory fees and accordingly Resolution 13 authorises this.

### **Resolution 14: Authority to allot shares**

The authority conferred on the directors at last year's Annual General Meeting expires on the date of the 2018 Annual General Meeting and gave authority to the directors to allot Ordinary Shares up to a maximum nominal amount of £9,322,751 representing approximately one-third of the Company's issued ordinary share capital.

Paragraph (i) of Resolution 14 seeks to renew this authority for a further period expiring at the close of the 2019 Annual General Meeting or, if earlier, 30 June 2019. This authority will relate to a total of 99,756,232 Ordinary Shares, representing approximately one-third of the issued share capital of the Company as at 9 March 2018, the latest practicable date prior to publication of this Notice.

In addition, in accordance with the guidance issued by the Investment Association ('IA'), on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of Resolution 14, the directors will have authority (pursuant to paragraph (ii) of the Resolution) to allot Ordinary Shares in connection with a rights issue in favour of shareholders up to an aggregate nominal value amount of £19,951,246, as reduced by the nominal amount of any shares issued under paragraph (i) of Resolution 14. This amount (before any reduction) will relate to a total of 199,512,464 Ordinary Shares representing approximately two-thirds of the Company's current issued share capital as at 9 March 2018, being the last practicable date prior to publication of this Notice.

The authorities sought under paragraphs (i) and (ii) of Resolution 14 will expire at the conclusion of the Annual General Meeting in 2019 or on 30 June 2019, whichever is sooner.

As a result, if Resolution 14 is passed, the directors could allot shares representing up to two-thirds of the current issued share capital pursuant to a rights issue. However, if the directors do conduct a rights issue utilising these authorities and the number of shares issued exceeds one-third of the issued share capital and the monetary proceeds from the rights issue exceed one-third of the Company's pre-issue market capitalisation, then, in accordance with the IA's guidance, the directors wishing to remain in office will all offer themselves for re-election at the Annual General Meeting following the decision to make the rights issue.

The directors have no present intention to exercise either of the authorities sought under this Resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources. Should the Board exercise the authorities, the directors intend to follow IA recommendations concerning their use. The directors will continue to seek to renew these authorities at each meeting, in accordance with best practice.

As at 9 March 2018, being the latest practicable date before publication of this Notice, the Company held 10,017,620 equity securities in treasury and the references above to the Company's share capital do not include treasury shares.

## **Resolution 15 Disapplication of pre-emption rights**

If the directors wish to exercise the authority under Resolution 14 and offer shares (or sell any shares which the Company holds as treasury shares) for cash, the Companies Act 2006 (the 'Act') requires that unless shareholders have given specific authority for the waiver of the statutory pre-emption rights, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. Resolution 15 would give the Board the authority to allot Ordinary Shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

The directors' current authority expires at the close of the date of the 2018 Annual General Meeting and, accordingly, the special resolution set out in Resolution 15 seeks to renew this authority on similar terms for a further period, expiring at the close of the Annual General Meeting in 2019 or, if earlier, on 30 June 2019. The authority, if granted, will relate to allotments in respect of rights issues and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements) and generally to allotments (other than to existing shareholders) of equity securities having an aggregate nominal value not exceeding £1,496,343 being approximately 5 per cent of the issued share capital of the Company as at 9 March 2018. This Resolution also applies to the sale and re-issue of Ordinary Shares held as treasury shares by the Company. The Board intends to adhere to the provisions in the Pre-Emption Group's Statement Principles, as updated in March 2015 ('Statement of Principles'), and not allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 15 in excess of 5 per cent of the total issued ordinary share capital (excluding treasury shares) of the Company or in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital (excluding treasury shares) of the Company within a rolling three year period, without prior consultation with shareholders, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

As at 9 March 2017 being the latest practicable date before publication of this Notice, the Company held 10,017,620 equity securities in treasury and the references above to the Company's share capital do not include treasury shares.

This Resolution will be proposed as a Special Resolution, which requires a 75% majority of the votes to be cast in favour.

## **Resolution 16 Further disapplication of pre-emption rights for acquisitions etc.**

The directors are seeking further authority under Resolution 16 to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £1,496,343 which is equivalent to approximately 5 per cent of the issued ordinary share capital of the Company on 9 March 2018, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5 per cent referred to in Resolution 15. If given, the authority will expire at the conclusion of the next Annual General Meeting of the Company in 2019 or on 30 June 2019, if earlier.

This additional authority is being sought in accordance with the Statement of Principles. The Statement of Principles permits disapplication authorities of up to 10 per cent of issued ordinary share capital in total to be sought provided the extra 5 per cent is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The directors confirm that they intend to use the authority sought in Resolution 16 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

This Resolution will be proposed as a Special Resolution, which requires a 75% majority of the votes to be cast in favour.

## **Resolution 17: Purchase of own shares**

This Resolution renews the existing authority, granted at the last annual general meeting, to authorise the Company to make market purchases of its own Ordinary shares of up to a maximum of 29,926,869 shares. The authority will expire at the conclusion of the Annual General Meeting in 2019 or on 30 June 2019, if earlier. The Board intends to seek renewal of this authority at subsequent Annual General Meetings in accordance with current best practice.

The Resolution specifies the maximum number of Ordinary Shares which may be purchased (representing 10 per cent of the Company's issued share capital as at 9 March 2018, being the latest practicable date before publication of this Notice) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements under the Act and the Listing Rules.

The Board has previously indicated its intention to reduce the Company's share capital through the purchase of its own shares. On 1 August 2016, the Company announced that it would utilise the authority granted by shareholders at the 2016 Annual General Meeting to return up to a maximum consideration of £10 million to shareholders through a share repurchase programme ('Repurchase Programme'). The Company continued purchasing shares under the authority granted by the shareholders at the 2017 Annual General Meeting and share purchases concluded in November 2017 with 4,390,022 shares bought back by the Company for an aggregate consideration of £4.2 million at an average price of 95.7p per share under this authority. In total 10,017,620 Ordinary Shares had been bought back by the Company for a total aggregate consideration of £10 million at an average price of 100.18p per share under the 2016 and 2017 authorities. All shares purchased through this Repurchase Programme are held in treasury. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 14 above) and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by Resolution 17, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and it is the Company's present intention to hold any shares it buys back in treasury. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

The Company will also consider the return of capital to shareholders through a share repurchase programme if it has generated surplus cash and sees an opportunity to enhance earnings per share and therefore shareholder value. Any share repurchase programme will carefully consider the cash generation of the business and the Group's obligations to the Group's defined benefit pension schemes.

As at 9 March 2018, which is the latest practicable date prior to the publication of this document, the total number of options to subscribe for Ordinary Shares of 10 pence each in the Company was 5,627,425 representing 1.88% of the issued share capital of the Company at that date. If the proposed market purchase authority were to be used in full and all of the repurchased shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options to subscribe for Ordinary Shares of 10 pence each in the Company at that date would represent 2.09% of the Company's issued share capital.

This Resolution will be proposed as a Special Resolution, which requires a 75% majority of the votes to be cast in favour.

### **Resolution 18: Political donations**

The Act prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught. Neither the Company nor any of its subsidiaries has any intention of making any direct political donation. However, the Act defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

In addition, the directors believe that it is in the commercial best interests of certain of our titles to on occasion be associated to a limited extent with a political party. In the past, the Daily Mirror has sponsored, on commercial terms, the Labour Party Gala Dinner and the Daily Record has sponsored the Scottish Labour Party Gala Dinner. Despite being on commercial terms, this sponsorship may well be determined as a political expenditure. The directors confirm however, that there is no intention to make any direct donation to political parties.

As permitted under the Act, Resolution 18 extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place. The Resolution authorises the Company and its subsidiaries 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;

provided that the aggregate amount of any such donations and expenditure shall not exceed £75,000. In line with best practice, it is proposed that this Resolution will be put to shareholders annually. Therefore the authority will expire at the earlier of the conclusion of the Company's Annual General Meeting in 2019 or, if earlier, on 30 June 2019.

As required by the Act, the Resolution is in general terms and does not purport to authorise particular donations.

### **Resolution 19: Notice period for general meetings other than Annual General Meetings**

Resolution 19 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Before the coming into force of the Shareholder Rights Regulations on 3 August 2009, the Company was able to call general meetings, other than an Annual General Meeting, on 14 clear days' notice without obtaining shareholder approval. Changes made to the Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period which cannot, however, be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice.

In order to preserve the Company's ability to call general meetings (other than Annual General Meetings) on 14 clear days' notice, Resolution 19 seeks such approval. The flexibility offered by this Resolution will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the Meeting. The approval of the shorter notice period sought by Resolution 19 will be effective until the Company's Annual General Meeting in 2019 or, if earlier, on 30 June 2019, when it is intended that a similar Resolution will be proposed.

Shareholders should note that changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available for all shareholders at that meeting and the Company provides this facility (see note 7 to the Notice on page 9 of this document for the Company's arrangements for electronic proxy appointments).

This Resolution will be proposed as a Special Resolution, which requires a 75% majority of the votes to be cast in favour.

### **Resolution 20: Change of name**

It is proposed that shareholders approve the Company's change of name from Trinity Mirror plc to Reach plc. The Board has approved this change of name subject to the approval of shareholders.

Trinity Mirror was formed in September 1999 following the merger of Trinity plc and Mirror Group plc. The Group has evolved significantly since then, particularly since the acquisition of Local World and Northern & Shell's publishing assets. Therefore the current name no longer reflects the composition of the Group. The proposed name, Reach plc, represents what we do and our ambition. There is no change to the Group's individual brands and titles.

If this special resolution is approved by shareholders, the proposed name change of the Company will be lodged with Companies House by no later than Friday, 11 May 2018. The Board will also request that the London Stock Exchange ('LSE') change the Company's listing code from "TNI" to "RCH" after the change of name takes effect. The LSE listing code "RCH" has been reserved by the Company. The Company's website name will also be updated from www.trinitymirror.com to www.reachplc.com.

This Resolution will be proposed as a Special Resolution, which requires a 75% majority of the votes to be cast in favour.



## Notes

### Shareholders entitled to attend and vote

1. Holders of Ordinary Shares, or their duly appointed representatives are entitled to attend, vote and speak at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, vote and speak on his/her behalf.
2. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of section 360B of the Act, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.30 p.m. on 1 May 2018 (the 'Specified Time') (or, if the Meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.30 p.m. on the day which is two days prior to the time of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast at the adjourned meeting). Changes to entries on the relevant register of securities after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

### Voting by proxy

3. A Proxy Form is enclosed with this document, and members who wish to use it should see that it is deposited, duly completed, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) with the Company's Registrar not less than 48 hours before the time fixed for the Meeting. Completion and posting of the Proxy Form will not preclude shareholders from attending and voting in person at the Meeting should they wish to do so.
4. Members are entitled to appoint a proxy in respect of some or all of their shares. Members are also entitled to appoint more than one proxy. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. A space has been included on the Proxy Form to allow members to specify the number of shares in respect of which that proxy has been appointed. Members who return the Proxy Form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares.
5. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti Registrars by telephone on 0371 384 2235 (please note lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding bank holidays) or +44 (0) 121 415 7047 if you are based overseas or in writing to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA.
6. Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Proxy Form will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote, and follow the on-screen instructions.

A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.30 a.m. on 1 May 2018. Please note that any electronic communication found to contain a computer virus will not be accepted.

### Electronic proxy appointment through CREST

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting services providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. ([www.euroclear.com](http://www.euroclear.com)). The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

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## Nominated Persons

8. The right to appoint a proxy does not apply to persons who have been nominated by a shareholder to enjoy rights under section 146 of the Act (a 'Nominated Person'). A copy of this Notice is therefore sent to a Nominated Person for information purposes only. A Nominated Person may have a right under an agreement with the shareholder by whom he was nominated to be appointed (or to have someone else appointed) as a proxy for the Meeting. Alternatively, if a Nominated Person does not have such a right, or does not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

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## Voting by corporate representatives

9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

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## Questions at the Meeting

10. Any member attending the Meeting has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

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## Documents available for inspection

11. Copies of the executive directors' service contracts; letters of appointment of the non-executive directors; and a copy of the existing Articles of Association will be available for inspection at any time during normal business hours on each business day (except public holidays) until the date of the Meeting at the Company's registered office, One Canada Square, Canary Wharf, London E14 5AP.

All such documents will also be available for inspection at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL from 11.15 a.m. on 3 May 2018 until the conclusion of the Annual General Meeting.

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## Total voting rights

12. As at 9 March 2018 being the last practicable date prior to publication of this Notice, the Company's issued share capital consists of 309,286,317 Ordinary Shares including treasury shares with a nominal value of 10 pence carrying one vote each. The Company holds 10,017,620 Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 9 March 2018 are 299,268,697.
13. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting as at 9 March 2018, being the last practicable date prior to the printing of this Notice, and if applicable, any members' statements, members' resolutions or members' matters of business received after the date of this Notice will be available on the Company's website: [www.trinitymirror.com](http://www.trinitymirror.com).

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## Automatic poll voting

14. Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.

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## Publication of audit concerns

15. Under section 527 of the Act, members that meet the threshold requirements set out in that section have the right to require the Company to publish on a website, a statement setting out any matter relating to:
- the audit of the Company's Accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or
  - any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with section 437 of the Act.
16. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
17. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice, Proxy Form, or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's Annual General Meeting).

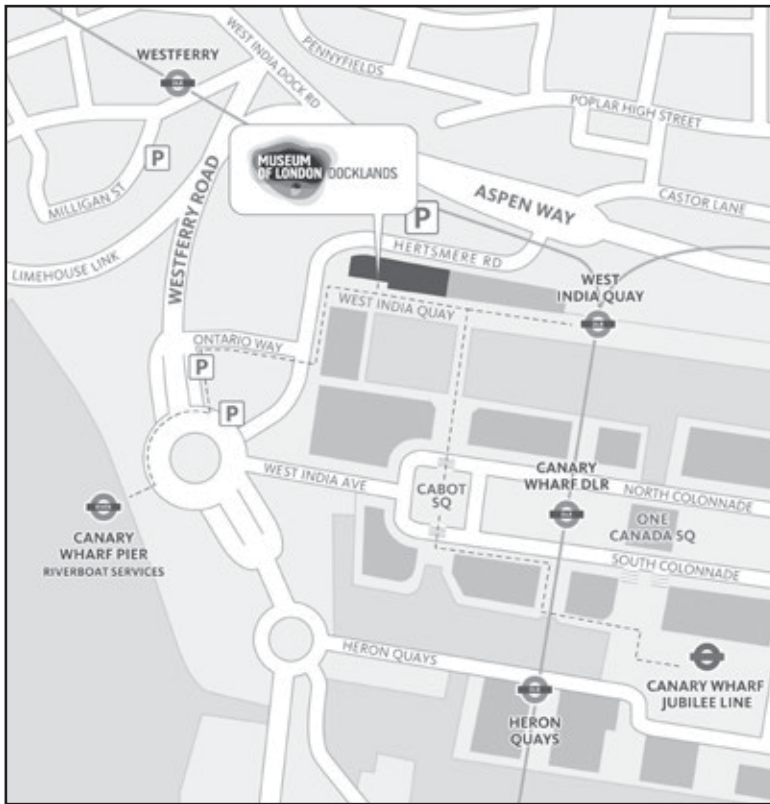
## Glossary

The following definitions apply throughout this document unless the context otherwise requires:

'Act'	means the Companies Act 2006 (as amended from time to time)
'Meeting' or 'Annual General Meeting'	means the Annual General Meeting of the Company to be held on 3 May 2018, notice of which is set out on pages 3 to 5 of this document, or any adjournment of that meeting
'directors' or 'Board'	means the directors of the Company
'Group' or 'Trinity Mirror Group'	means the Company and its subsidiary undertakings
'Ordinary Share' or 'Ordinary Shares'	means an ordinary share of 10 pence each in the capital of the Company
'Shareholders'	means holders of ordinary shares
'Trinity Mirror' or 'Company'	means Trinity Mirror plc

## Additional information for shareholders attending the Annual General Meeting

The AGM will be held at the Museum of London Docklands, No.1 Warehouse, West India Quay, London E14 4AL.



### Travelling to the AGM

The nearest tube station is Canary Wharf on the Jubilee Line. The nearest DLR station is West India Quay.

### Date

Thursday, 3 May 2018

### AGM schedule

10.30 a.m.

- Registration desks open
- Refreshments will be available

11.30 a.m.

- Meeting commences

The AGM starts in the Wilberforce Theatre, on the third floor.

The final poll results are expected to be released to the London Stock Exchange on Thursday, 3 May 2018.

### Trinity Mirror plc

Registered Office: One Canada Square,  
Canary Wharf, London E14 5AP

T: 020 7293 3000  
www.trinitymirror.com

Registered in England and Wales

Company number: 82548