

**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  
(Registered in England and Wales No 82548)

**Notice of the 2005 Annual General Meeting and a letter from your Chairman including an explanation of the special business to be conducted at that meeting which is to be held on Thursday 5 May 2005 at 11.30am at The Great Eastern Hotel, Liverpool Street, London EC2M 7QN.**

# Glossary

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

“Act”	the Companies Act 1985 (as amended from time to time)
“AGM” or “Annual General Meeting”	the Annual General Meeting of the Company to be held on 5 May 2005, notice of which is set out on page 6 of this document, or any adjournment of that meeting
“Directors” or “Board”	the directors of the Company
“Trinity Mirror” or “Company”	Trinity Mirror plc
“Ordinary Shares”	ordinary shares of 10p each in the capital of the Company
“Shareholders”	holders of Ordinary Shares

# Trinity Mirror plc

(Registered in England and Wales No 82548)

**Registered Office:**

One Canada Square  
Canary Wharf  
London  
E14 5AP

3 March 2005

**To the holders of Ordinary Shares**

Dear Shareholder

**Introduction**

The 100th Annual General Meeting of the Company is to be held at 11.30 am on Thursday 5 May 2005 at The Great Eastern Hotel, Liverpool Street, London EC2M 7QN.

You will see from the notice of AGM, on page 6 of this document, that in addition to the ordinary business to be dealt with at the AGM there are items of special business contained in Resolutions 2 and 7 to 10 inclusive. An explanation of the Resolutions is set out below.

**Report and accounts: Resolution 1**

The directors present to shareholders at the AGM the accounts for the previous financial year, on this occasion for the 53 weeks ended 2 January 2005, and the directors' and auditors' reports on those accounts.

**Remuneration policy: Resolution 2**

Resolution 2 presents to shareholders at the AGM the Board's Remuneration Report which includes the Company's remuneration policy. The Board's Remuneration Report contains a detailed explanation of the role of the Remuneration Committee and the policy it adopts for determining the remuneration for executive directors and senior managers.

The Remuneration Report explains the different elements which comprise executive remuneration, including how base salaries and annual and long-term incentive remuneration are determined for executive directors. In addition, the utilisation of the executive share-based incentive schemes and the provision of other benefits are explained.

**Declaration of a final dividend due and payable on 10 June 2005: Resolution 3**

Final dividends need to be approved by the shareholders. However, the final dividend cannot be more than the amount recommended by the directors. The directors are recommending a final dividend for the 53 ended 2 January 2005 of 14.3 pence per Ordinary Share due and payable on 10 June 2005 to shareholders on the register at the close of business on 6 May 2005.

**Re-appointment of Paul Vickers and Gary Hoffman: Resolutions 4 and 5**

The Articles of Association require that directors will retire at the third Annual General Meeting following their last appointment by shareholders at an Annual General Meeting. Although he was last elected in 2003, Paul Vickers is voluntarily retiring early and is offering himself for, and is recommended by the Board, for re-appointment as a director.

Paul Vickers (45) Secretary and Group Legal Director joined the Board in September 1999 having been a director of Mirror Group since 1994. He originally qualified as a barrister and was in private practice at the bar. He was legal manager of the London Daily News which he left to join the breakfast television company TV-am where he subsequently became assistant managing director. He was previously a non-executive director of Virgin Radio.

Gary Hoffman commenced service as a director of the Company since the last Annual General Meeting and in accordance with the Articles of Association offers himself for, and is recommended by the Board for, re-appointment as a director. As Mr Hoffman was first appointed a director on 3rd March 2005 the Nominations Committee have not yet been able to assess his performance.

Gary Hoffman (44) non-executive director joined the Board in March 2005. He was appointed Chief Executive of Barclaycard in 2001 and joined Barclays Main Board in January 2004. Gary began his career in Barclays in 1982 and held various positions until he was appointed managing director, marketing and distribution in 1998. Before joining Barclaycard, Gary was responsible for the launch of internet banking as well as setting up Barclaycall, the telephone banking service. He is a member of the International and European Board of Visa.

### **Re-appointment and remuneration of auditors: Resolution 6**

Deloitte & Touche's period of office as auditors of the Company expires at the conclusion of the AGM. This resolution proposes their re-appointment as auditors. It is normal practice for the Company's directors to be authorised to fix the auditors' remuneration, which is also dealt with in this resolution.

### **Authority to allot shares: Resolution 7**

Section 80 of the Act provides in relation to all companies that the directors may not allot relevant securities (as defined in that section) unless authorised to do so by the company in general meeting or by its articles of association. Accordingly, the ordinary resolution set out as Resolution 5 in the notice of AGM seeks to renew for a further period, expiring at the close of the 2006 Annual General Meeting or, if earlier, 5 August 2006, the authority previously granted to the directors under section 80 of the Act to take advantage of business opportunities as they arise. This authority will relate to a total of 98,897,694 Shares of 10p each, representing approximately 33.33% of the issued ordinary share capital of the Company as at 3 March 2005. This is within the maximum limit permitted by the Institutional Investor Committee guidelines. The directors have no present intention of allotting, or agreeing to allot, any Shares pursuant to this authority.

### **Disapplication of pre-emption rights: Resolution 8**

Section 89 of the Act gives holders of equity securities (within the meaning of the Act), with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some part of the Company's authorised but unissued equity share capital for cash without first having to offer such Shares to existing shareholders to empower them to make allotments of equity securities to take advantage of business opportunities as they arise. The directors' current authority expires at the close of the forthcoming Annual General Meeting and, accordingly, the special resolution set out at Resolution 6 in the notice of AGM seeks to renew this authority on similar terms for a further period, expiring at the close of the 2006 Annual General Meeting or, if earlier, 5 August 2006. 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 in respect of rights issues) of equity securities having an aggregate nominal value not exceeding £1,483,613 being approximately 5% of the issued ordinary share capital of the Company as at 3 March 2005. This figure is within the Institutional Investor Committee guidelines.

### **Purchase of own shares: Resolution 9**

The resolution is to authorise the Company to buy back up to 29,672,275 Shares. The authority would expire at the conclusion of the 2006 Annual General Meeting or, if earlier, on 5 August 2006. The Board intends to seek renewal of this power at subsequent Annual General Meetings.

The resolution specifies the maximum number of Shares which may be purchased (representing 10% of the Company's issued ordinary share capital as at 3 March 2005) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act and the Listing Rules. Any buy back would only be made on the London Stock Exchange.

If the Resolution is approved, the Board currently expects to utilise a proportion of the share repurchase authority during the remainder of the current financial year, subject to market conditions. No purchase of Shares will be made unless it is expected that the effect will be to increase earnings per share and the Board considers it to be in the best interests of all shareholders. The directors would only authorise such purchases after careful consideration, taking account of other investment opportunities, appropriate gearing levels, the effect on earnings per share and the overall financial position of the Group.

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, which came into force on 1 December 2003, the Company is allowed to hold up to 10% of its own shares in treasury following a buy back, instead of cancelling them as previously required. This will give the Company the ability to re-issue treasury shares quickly and cost-effectively and will provide 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 9 and subject to the passing of Resolution 10, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority.

The total number of options to subscribe for shares outstanding at 3 March 2005 was 9,553,414. This represents 3.2% of the issued capital at that date. If the Company was to buy back the maximum number of shares permitted pursuant to this resolution, then the total number of options to subscribe for shares outstanding at 3 March 2005 would represent 3.6% of the reduced share capital.

#### **Amendment to Articles of Association: Resolution 10**

It is proposed that the Company's articles of association be amended to bring them into line with the legislation relating to treasury shares (as detailed in the explanatory notes in relation to Resolution 9). Articles 49.1, 50.1, 80.1(b) and 129.1(d) have been amended as a consequence of these developments. These changes ensure that the Company's articles of association are consistent with the updated legislation and that, as a consequence of these legislative changes, the meaning of any article that refers to issued share capital and proportions of share and voting capital will remain clear if shares are at any stage held in treasury.

#### **Recommendation**

Your directors believe the resolutions referred to in this letter which are to be proposed at the AGM to be in the best interests of the Company and its Shareholders as a whole and recommend Shareholders to vote in favour of them as each of your directors intend to do in respect of his own beneficial holding.

Yours sincerely,

**Sir Victor Blank**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the 100th Annual General Meeting of Trinity Mirror plc will be held at The Great Eastern Hotel, Liverpool Street, London EC2M 7QN on 5 May 2005 at 11:30 am to consider and, if thought fit, (and subject in the case of resolution 8 to the passing of resolution 7) pass the following resolutions which will be proposed as ordinary resolutions (in the case of resolutions 1-7 inclusive) and as special resolutions (in the case of resolutions 8-10 inclusive).

## Ordinary resolutions

- 1 To receive the Directors' Report, Financial Statements and Auditors' Report for the 53 weeks ended 2 January 2005.
- 2 To receive and adopt the Remuneration Report including the Remuneration Committee's remuneration policy for executive directors as set out in the Annual Report and Accounts for the 53 weeks ended 5 January 2005.
- 3 To declare a final dividend in respect of the 53 weeks ended 2 January 2005.
- 4 To re-appoint as a director Mr Paul Vickers.
- 5 To re-appoint as a director Mr Gary Hoffman.
- 6 To re-appoint Deloitte & Touche as auditors and to authorise the directors to fix the auditors' remuneration.
- 7 That the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") (in substitution for all existing authorities under the said section 80) to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £9,889,769 to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) during the period commencing on the date of passing of this resolution and expiring at the close of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, on 5 August 2006), provided that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry.

## Special resolutions

- 8 That the directors of the Company be and they are hereby empowered, pursuant to section 95(1) of the Companies Act 1985 (the "Act"), to allot equity securities for cash (within the meaning of section 94(2) of the Act) pursuant to the authority under section 80 of the Act conferred upon the directors by resolution 7 as it section 89(1) of the Act did not apply to any such allotment, save that this power shall be in substitution for all existing powers conferred on the directors pursuant to the said section 95(1), and provided that this power shall be limited:
  - (a) to the allotment of equity securities in connection with a rights issue or other issue in favour of holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but, subject to such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or any other matter whatsoever); and
  - (b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £1,483,613, and shall unless renewed, varied or revoked by the Company in general meeting expire at the close of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, on 5 August 2006), provided that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry.
- 9 That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of Ordinary Shares of 10p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine and in substitution for all existing powers conferred on the directors provided that:
  - (a) the maximum number of shares hereby authorised to be purchased is 29,672,275;
  - (b) the maximum price which may be paid for each share is an amount equal to 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 (excluding expenses);
  - (c) the minimum price which may be paid for each Ordinary Share is 10p exclusive of expenses; and
  - (d) 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 (or, if earlier, on 5 August 2006) 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 shares may be made in pursuance of any such contract.

10 That the Company's articles of association be amended as follows:

- (a) Adding the words "(excluding any shares of that class held as treasury shares)" after the words "not less than three-quarters in nominal value of the issued shares of the class" in Article 49.1;
- (b) Adding the words "in question (excluding any shares of that class held as treasury shares)" after the words "The quorum at every such meeting shall be persons holding or representing by proxy three-fourths of the nominal amount paid up on the issued shares of the class" in Article 50.1;
- (c) Adding the words "in nominal value of the issued shares" after the words "at least 0.25%." and the words "(excluding any shares of that class held as treasury shares)" after the words "of their class" in Article 80.1(b); and
- (d) Adding the words "(calculated exclusive of any shares of that class in that company held as treasury shares)" after the words "1% or more of the issued equity share capital of any class of such body corporate" in Article 129.1(d).

**Registered Office:**

One Canada Square  
Canary Wharf  
London  
E14 5AP

By Order of the Board

**P A Vickers**  
Secretary  
3 March 2005

Notes:

- 1 A holder of ordinary shares entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend and, on a poll, vote in his/her place. A proxy need not be a member of the Company. A form of proxy is enclosed with this document, and members who wish to use it should see that it is deposited, duly completed, with the Company's registrar not less than 48 hours before the time fixed for the Meeting. Completion and posting of the form of proxy will not preclude shareholders from attending and voting in person at the AGM should they wish to do so.
- 2 Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Lloyds TSB Registrar's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The personal reference number, card ID and account number printed on the proxy form will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Lloyds TSB 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) and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.30am on Tuesday 3 May 2005. Please note that any electronic communication found to contain a computer virus will not be accepted.
- 3 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6 pm on 3 May 2005 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6 pm on 3 May 2005 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 Electronic proxy appointment through CREST  
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members of 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 7RA01) 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 timestamp 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 CRESTCo 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 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.  
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.
- 5 Copies of the register of directors' interests in Shares and of all directors' services agreements will be available for inspection at any time during normal business hours on each business day at the Company's registered office. Copies of the Company's current Articles of Association and the Articles of Association as proposed to be amended will also be available during the period at the Company's registered office. All such documents will also be available for inspection at The Great Eastern Hotel, Liverpool Street, London EC2M 7QN from 10.30 am on 5 May 2005 until the conclusion of the Annual General Meeting.

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