



STUDIO PRESS NIGERIA PLC, Plot B, Israel Adebajo Close, Industrial Estate, P. O. Box 102, Ikeja, Lagos, Nigeria.  
Tel: +234 1 793 0001 - 9, e-mail: mail@studio-press.net

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 39<sup>th</sup> Annual General Meeting of Studio Press Nigeria PLC will be held at Manufacturers Association of Nigeria (MAN) House, No. 77 Obafemi Awolowo Way, Ikeja, Lagos on Thursday, 24<sup>th</sup> September, 2020 at 11.00 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To lay before the meeting the Audited Financial Statements for the year ended 31<sup>st</sup> December, 2019 and the reports of the Directors, Auditors and the Audit Committee thereon.
2. (a) To re-elect Directors.  
(b) Special Notice: Pursuant to Section 256 of the Companies and Allied Matters Act CAP C20, LFN 2004, to propose the following as Ordinary Resolution:

“That Mr. Kolawole Ogunsanya who is retiring at this Annual General Meeting, be and is hereby re-elected a director of the Company, notwithstanding that he has already attained the age of seventy years”.

3. To authorize the directors to fix the remuneration of the Auditors.
4. To elect members of the Statutory Audit Committee.

### **SPECIAL BUSINESS:**

5. To fix the remuneration of the Directors.
6. To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That, pursuant to the Nigerian Stock Exchange Rules Governing Transaction with Related Parties or Interested Persons, a general mandate be and is hereby given authorizing the Company during the 2020 financial year, to procure goods and services necessary for its day to day operations from its related parties or interested persons on normal commercial terms consistent with the Company’s Transfer Pricing Policy”.

### **BY ORDER OF THE BOARD**

  
CAUTIOUS SERVICES LIMITED  
COMPANY SECRETARIES

Date: 28<sup>th</sup> July, 2020

Plot B, Israel Adebajo Close,  
Industrial Estate,  
Ikeja, Lagos.

## NOTES:

### 1) COMPLIANCE WITH COVID-19 RELATED DIRECTIVES AND GUIDELINES

The Federal Government of Nigeria, State Governments, Health Authorities, and Regulatory Agencies have each issued a number of directive and guidelines aimed at curbing the spread of Covid-19 in Nigeria. Particularly, the Lagos State Government prohibited the gathering of more than 50 people whilst the Corporate Affairs Commission issued guidelines on holding of Annual General Meetings by proxy. The convening and conduct of this Annual General Meeting shall be done in compliance with these directives and guidelines.

### 2) PROXY:

A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in its, his or her stead. A proxy need not be a member of the Company. A proxy form is supplied with this Notice.

For a completed proxy form to be valid for the purpose of this meeting, it must be duly stamped by the Commissioner of Stamp Duties and deposited at the office of the Company Registrars, Greenwich Registrars And Data Solutions Limited, 274, Murtala Mohamed Way, Yaba, Lagos or via email to [amutuah@gtlregistrars.com](mailto:amutuah@gtlregistrars.com) or [maadeleye@gtlregistrars.com](mailto:maadeleye@gtlregistrars.com), not later than 48 (forty-eight) hours before the time of holding the meeting.

### 3) STAMPING OF PROXY

The Company has made arrangement at its cost for the stamping of duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated timeline.

### 4) ATTENDANCE BY PROXY

In line with the CAC Guideline, attendance at the AGM shall be by proxy only, subject to the quorum provisions in the Company's Articles of Association, and the names of the proxies have been provided in the Proxy Form. Shareholders are required to appoint a proxy of their choice from the list of nominated proxies below:

- i) Mr. M. Ayo Oni (Chairman)
- ii) Chief Matthew Akinlade
- iii) Mr. Opara Clement Anele Chuk
- iv) Mr. Oluwaseun Babajide Olukoya

### 5) CLOSURE OF REGISTER OF MEMBERS AND TRANSFER BOOKS:

NOTICE IS HEREBY GIVEN that the Register of Members and Transfer Books of the Company will be closed from Monday, 14<sup>th</sup> September, 2020 to Friday, 18<sup>th</sup> September, 2020, both days inclusive for the purpose of updating the Register of Members.

### 6) NOMINATIONS FOR THE STATUTORY AUDIT COMMITTEE:

The Statutory Audit Committee comprises of 2 (two) shareholders and 2 (two) Directors. In accordance with section 359(5) of the Companies and Allied Matters Act, CAP C20 LFN 2004, any shareholder may nominate another shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination, attaching the curriculum vitae of the nominee to the Company Secretaries at least 21 (twenty-one) days before the date of the Annual General Meeting.

Shareholders are enjoined to note that the Securities and Exchange Commission's Code of Corporate Governance for Public Companies requires members of the Statutory Audit Committee to have basic financial literacy and an ability to read financial statements.

7) **RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS:**

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook 2015, please note that Shareholders have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Annual General Meeting. We therefore urge that such questions be submitted to the Company Secretaries not later than 2 (two) weeks before the date of the meeting.

8) **BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION/APPROVAL**

The biographical details of the directors submitted for re-election are contained in the Annual Report and Accounts of the Company under Directors' Profile.



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## PROXY FORM

I/We.....of  
(Name of Shareholder in Block letters)

The undersigned, being a Member of STUDIO PRESS NIGERIA PLC hereby appoint the following person:

S/N	Name	Proxy Choice
1.	Mr. M. Ayo Oni (Chairman)	
2.	Chief Matthew Akinlade	
3.	Mr. Opara Clement Anele Chuk	
4.	Mr. Oluwaseun Babajide Olukoya	

or failing him/her, the Chairman of the meeting as my/our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Manufacturers Association of Nigeria (MAN) House, No. 77 Obafemi Awolowo Way, Ikeja, Lagos on Thursday, 24<sup>th</sup> September, 2020 at 11.00 a.m. and at any adjournment thereof.

Dated this ..... day of ..... 2020  
Shareholder's Signature .....

### NOTE:

- 1) This form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof, should be completed and deposited at the office of the Company's Registrars, Greenwich Registrars and Data Solutions Limited, 274, Murtala Muhammed Way, Yaba, Lagos State, or via email to [amutuah@gtlregistrars.com](mailto:amutuah@gtlregistrars.com) or [maadeleye@gtlregistrars.com](mailto:maadeleye@gtlregistrars.com), not later than 48 hours before the time of holding the meeting.
- 2) In the case of joint holders, the signature of anyone of them will suffice, but the names of all joint holders should be shown.
- 3) It is a legal requirement that all instruments of proxy must bear appropriate stamp duty (not adhesive postage stamps) from the Stamp Duties Office. The Company has made arrangement at its cost, for the stamping of the duly completed

### ADMISSION FORM: STUDIO PRESS NIGERIA PLC RC 4414

\*Name of Shareholder .....

\* Name of Proxy (pick from list above) .....  
A member (shareholder) entitled to attend and vote is entitled to appoint one or more Proxies to attend and vote instead of him. Proxy need not be a member. The above proxy form has been prepared to enable you exercise your right to vote.

### IMPORTANT

Please insert your name in **BLOCK CAPITALS** on both proxy and admission form where asterisked. Insert the name of any person whether a member of the Company or not.

*For the Registrars' use only*

No. of shares held .....

RESOLUTIONS	FOR	AGAINST
1. To receive Reports & Accounts		
2a. To re-elect Mr. Kolawole Ogunsanya as a Director.		
2b. To re-elect Mr. Davis Onifade as a Director.		
3. To authorise the Directors to fix the remuneration of the Auditors		
4. To elect members of the Statutory Audit Committee		
5. To fix the remuneration of the Directors		
6. To authorize the Company to procure goods & services necessary for its day to day operations on normal commercial terms consistent with the Company's Transfer Pricing Policy.		

Please indicate with "X" in the appropriate space how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.