

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth (44th) Annual General Meeting of UNIVERSITY PRESS PLC will hold at the Conference Room, Three Crowns Building, Jericho, P.M.B 5095, Ibadan, on Thursday, 29th September, 2022 at 11a.m to transact the following business which will be proposed as Ordinary Resolutions:

ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements for the year ended 31st March 2022 together with the Report of the Directors, External Auditors and Audit Committee thereon.
2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st March, 2022.
3. To re-elect Non-Executive Directors, who, being eligible, offer themselves for re-election:
 - a. Arc. Ayodeji Olorunda
 - b. Mr. Yomi Adewusi
 - c. Mr. Olayinka Lawal.
4. To disclose the remunerations of the Managers of the Company in line with the provisions of Section 257 of the Companies & Allied Matters Act 2020.
5. To authorize the Board of Directors to fix the remuneration of the External Auditors.
6. To elect shareholders' representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

7. To approve Directors' remuneration.
8. To consider and if thought fit, pass the following resolutions as ordinary resolutions:
 - a. That the Directors be and are hereby authorized to take all steps necessary to comply with the requirements of the Companies and Allied Matters Act 2020 and the Companies Regulations 2021, as it relates to unissued shares of the Company, including the cancellation of the 1,568,590,496 (one billion, five hundred and sixty-eight million, five hundred and ninety thousand, four hundred and ninety-six) unissued ordinary shares of the Company; and
 - b. That the Directors be and are hereby authorized to enter into and execute agreements, deeds, notices or any other documents, and to perform all acts and to do all such other things necessary for or incidental to giving effect to Resolution 8(a) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.
9. To consider and if thought fit pass the following resolutions as special resolutions:
 - a. That pursuant to resolutions 8 above, the Directors be and are hereby authorized to amend Clause 3 of the Memorandum of Association of the Company to read:
'The share capital of the Company is N215,704,752.00 divided into 431,409,504 ordinary shares of 50k (fifty kobo) each'
 - b. That the Directors be and are hereby authorized to enter into and execute agreements, deeds notices or any other documents and to perform all acts and to do all such other things necessary for or incidental to giving effect to Resolution 9(a) above, including without limitation, appointing such professional parties, consultants and advisers and complying with the directives of the regulatory authorities.
 - c. That all acts carried out by the Board of the Company hitherto in connection with the above, be and are hereby ratified.
10. To consider and if thought fit, pass the following resolutions as special resolutions:
 - a. "A printed copy of Annual reports and Financial Statements (including every document required by law to be annexed thereto) which is to be laid before the Company at the general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting



be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 32 and two copies of each of these documents shall be sent to the Secretary of the Stock Exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of, or to more than one of the joint holders of any share or debentures”.

- b. “The Notice, Annual Reports and Financial Statements and/or other reports, documents and information relating to any business to be transacted at every General Meeting of the Company may be distributed or circulated electronically to members and persons entitled to receive them and have provided the Company with an electronic mail address”.

“That the Company’s Memorandum and Articles of Association be renumbered accordingly following the amendments proposed therein”.

- c. That Article 49 be reworded to read as follows:

“The Company shall in each calendar year, hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it: and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

The Annual General Meeting shall be held at such place and time as the Directors shall appoint. The Company may hold a virtual, hybrid (combination of virtual and limited physical presence) or a proxy general meeting, where it will be impossible to hold a normal general meeting due to government laws, policies, regulations, pandemics, or other related reasons”.

- d. Article 54 should also be reworded to read as follows:

‘All business transacted at Annual General Meetings are deemed special business, except declaring a dividend, presentation of the financial statements and the reports of the directors and auditors, the election of the directors in the place of those retiring, the appointment, fixing of the remuneration of the auditors, appointment of members of the audit committee and disclosure of remuneration of managers of a company, which are ordinary business’.

NOTES

i. Proxy

Members of the Company entitled to attend and vote are entitled to appoint proxies to attend and vote in their place. A proxy need not to be a member of the Company. A proxy form is enclosed in the Annual Reports and Financial Statements. To be valid for this meeting, the form must be duly completed and deposited at the office of the Registrars, Greenwich Registrars & Data Solutions Ltd. not later than Forty-eight (48) hours before the time fixed for the Meeting. The Company has made arrangements at its cost, for the stamping of the duly completed proxy forms submitted to the Company’s Registrars within the stipulated time.

Under the guidelines issued by the Corporate Affairs Commission (CAC), the Company has obtained the approval of the CAC to hold the AGM, taking advantage of Section 254 of CAMA on the use of proxies, with attendance by proxies. The proceedings of the meeting shall be streamed and the link shall be made available online on the Company’s website, www.universitypressplc.com. Members entitled to attend and vote at the AGM may select any of the underlisted as their proxies to attend and vote in their place:

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|------------------------------|---|---------------------------------|
| a) Mr. Obafunso Ogunkeye | - | Chairman |
| b) Mr. Samuel Kolawole | - | Managing Director |
| c) Mrs. Folakemi O. Bademosi | - | Executive Director (Publishing) |
| d) Mr. Eric Akinduro | - | Shareholder |
| e) Dr. Anthony Omojola | - | Shareholder |
| f) Mr. Segun Owolabi | - | Shareholder |
| g) Mrs. Adebisi Bakare | - | Shareholder |
| h) Mr. Tunde Badmus | - | Shareholder |

Each duly completed proxy form shall be counted as one and every member present in person and/or by proxy shall have one vote. A proxy remains valid provided that no formal notification of death, insanity, revocation and transfer shall have been received by the Company at the registered office or the office of the Registrars before the commencement of the meeting or adjourned meeting at which the proxy is used. An objection to a proxy shall be made in due time and shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

ii. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from Thursday, 1st September 2022 to Tuesday, 6th September 2022 to enable the Registrar update its records.

iii. Dividend

If the dividend recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be paid on Thursday, 29th September 2022 to shareholders whose names appear in the Register of Members at the close of business on 31st August, 2022.

iv. Unclaimed Dividend

The Company has confirmed that some shareholders are yet to mandate their banks to receive e-dividend payments, while some are yet to update their information. All shareholders with unclaimed dividends should direct their claims to Greenwich Registrars & Data Solutions Ltd, 274, Muritala Muhammed Way, Yaba, Lagos. or to the Company Secretary at the registered office address.

Detachable applications forms for e-dividend is attached to the Annual Reports and Financial Statements for shareholders to update their bank accounts to the Registrar.

The list of unclaimed dividends can be accessed at the Registrar's office or via the Company's website: www.universitypressplc.com

v. Nominations for the Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate a qualified shareholder for election to the Audit Committee by giving notice in writing of such nomination which should reach the Company Secretary at least twenty-one (21) days before the date of the AGM.

vii. Right to Ask Questions

It is the right of shareholders to ask questions not only at the Annual General Meeting but also in writing prior to the meeting. Such questions should be addressed to the Company Secretary and submitted at the registered office of the Company not later than one week before the Annual General Meeting.

viii. Directors' Profile

The profile of the Directors for re-election can be assessed on the Company's website: www.universitypressplc.com

DATED THIS 23RD DAY OF JUNE, 2022

BY ORDER OF THE BOARD



O. A. Binitie Aboyade-Cole
FRC/2014/NBA/00000008468
Company Secretary/Legal Adviser
Three Crowns Building
Jericho, Ibadan.