

PROXY FORM

<p>44th ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY 29TH SEPTEMBER, 2022 AT UNIVERSITY PRESS PLC HEAD OFFICE, THREE CROWNS BUILDING, JERICHO, IBADAN BY 11:00 AM.</p> <p>I/WE..... being a member/members of UNIVERSITY PRESS PLC. hereby appoint** of or failing him/her, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29th September, 2022 and at any adjournment thereof:</p> <p>Dated thisday of 2022</p> <p>Shareholder's Signature</p>	<p>ORDINARY BUSINESS</p> <p>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;</p> <p>2. To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st March, 2022;</p> <p>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</p> <p>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</p> <p>5. To authorize the Board of Directors to fix the remuneration of the External Auditors</p> <p>6. To elect shareholders' representatives of the Statutory Audit Committee.</p> <p>SPECIAL BUSINESS</p> <p>7. To approve Directors' remuneration.</p> <p>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.</p> <p>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.</p> <p>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".</p> <p>Please indicate with an 'X' in the appropriate square how you wish your votes to be cast on the resolutions referred to above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.</p> <p>List of Proxies:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">a) Mr. Obafunso Ogunkye - Chairman</td> <td style="width: 50%;">b) Mr. Samuel Kolawole - Managing Director</td> </tr> <tr> <td>c) Mrs. Folakemi O. Bademosi - Executive Director (Publishing)</td> <td>d) Mr. Eric Akinduro - Shareholder</td> </tr> <tr> <td>e) Dr. Anthony Omojola - Shareholder</td> <td>f) Mr. Segun Owolabi - Shareholder</td> </tr> <tr> <td>g) Mrs. Bisi Bakare - Shareholder</td> <td>h) Mr. Tunde Badmus - Shareholder</td> </tr> </table>	a) Mr. Obafunso Ogunkye - 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. Bisi Bakare - Shareholder	h) Mr. Tunde Badmus - Shareholder
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For Company's use only

No. of Shares	
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NOTES:

- (i) THIS PROXY FORM SHOULD NOT BE COMPLETED AND RETURNED IF THE MEMBER WILL BE ATTENDING THE MEETING.
- (ii) A member (shareholder) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. All proxies should be deposited with the Registrar of the Company not less than 48 hours before the time of holding the meeting. A proxy need not be a member of the Company.
- (iii) In case of joint shareholders, any of such may complete the form but the names of all joint shareholders must be stated.
- (iv) If the shareholder is a corporation, this form must be under its common seal or under the hand of some officers or attorneys duly authorised on his/its behalf.
- (v) Provision has been made on this form for the Chairman of the meeting to act as your proxy, but if you wish, you may insert in the blank space on the term (not marked) the name of any person, listed above, who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.
- (vi) It is a requirement of the law under Stamp Duties Act 1990, Laws of the Federal Republic of Nigeria, that any instrument of proxy, to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty not adhesive postage stamps.
- (vii) Shareholders or their proxies are requested to sign the Admission Card before attending the meeting.

Before posting the above card, tear off this part and retain it to gain entrance at the meeting.

ADMISSION CARD

Please admit _____ to the Annual General Meeting of University Press PLC to be held at the Conference Room, Three Crowns Building, Jericho, Ibadan on Thursday, 29th September, 2022 at 11:00 a.m.

Name of Shareholder

Surname Other Names Acct. No

Signature of Person Attending

SECOND FOLD HERE

Please
affix
postage
stamp

The Registrar
Greenwich Registrars & Data Solution Ltd.
(formerly GTL Registrars Limited)
274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos
Tel: +234 1 2917747, 2793160-2

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THIRD FOLD HERE AND INSERT