



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Second(42nd) Annual General Meeting (AGM) of UNIVERSITY PRESS PLC (“the Company”) will hold at the Conference Room, Three Crowns Building, Jericho, P.M.B 5095, Ibadan, on Thursday, 5th November, 2020 at 11am to transact the following business which will be proposed as Ordinary Resolutions:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the year ended 31st March 2020 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, 2020;
3. To re-elect Non-Executive Directors, who, being eligible, offer themselves for re-election:
 - a. Mr. Yomi A. Adewusi
 - b. Mr. Chibuikwe I. Okorie
 - c. Arc. Ayodeji Olorunda.
4. To authorize the Directors to fix the remuneration of the External Auditors.
5. To elect members of the Statutory Audit Committee.

OTHER ACTS

The Directors of the Company be and are hereby authorized to approve, sign and/or execute other documents as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority, and all acts carried out, steps taken and documents executed (or to be executed), by the Directors of the Company in connection with the above resolution be and are hereby approved and/or ratified as the case may be to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.

PROXY

A member of the Company entitled to attend and vote at the Annual General Meeting can appoint a proxy to attend and vote instead of him/her.

In view of the current Covid-19 pandemic, the directives to minimize social contacts by restricting the number of persons at public gatherings and in accordance with the Corporate Affairs Commission’s Guidelines on Holding of Annual General Meetings (AGM) of Public Companies by taking advantage of Section 230 of the Companies and Allied Matters Act (CAMA) using Proxies, all members are hereby advised that attendance for the meeting shall be by PROXY ONLY.

A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a member of the Company. Consequently, members are required to appoint a proxy of their choice from the list of the proposed proxies to represent them at the meeting:

- a) Mr. Obafunso Ogunkeye (Chairman)
- b) Mr Kolawole Samuel (Managing Director)
- c) Prof. Akachi Ezeigbo (Non-Executive Director)
- d) Sir Sunny Nwosu
- e) Mrs Adebisi Bakare
- f) Mr. Eric Akinduro

A proxy form is enclosed in the Annual Report. For the instrument of proxy to be valid, it must be completed and duly stamped. For the purposes of this meeting, the Company has made arrangements at its cost for the stamping of the duly completed proxy forms which must be deposited at the office of the Registrar, Greenwich Registrars & Data Solutions Limited, 274, Murtala Muhammed Way, Alagomeji, Yaba, Lagos or by email to info@gtlregistrars.com, not less than 48hours before the time fixed for the meeting.



NOTES

i. Dividend

If the dividend of 15k per share recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be paid on Thursday 5th November, 2020 to shareholders whose names appear in the Register of Members at the close of business on 24th September, 2020.

ii. E-Dividend

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. Detachable application forms for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on our Registrars' website www.gtlregistrars.com.

iii. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed by Friday, 25th September 2020 to enable the Registrar update its records.

iv. Nominations for the Audit Committee

In accordance with Section 359 (5) of the Companies and Allied Matters Act, CAP C20 LFN 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 Annual General Meeting.

v. Unclaimed Dividend

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

vi. 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.

vii. Directors' Profile

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

viii. Website

A copy of this notice and other information relating to the Meeting and an electronic version of the Annual Report will be available online for viewing and download from our website: www.universitypressplc.com. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual Report via email.

DATED THIS 12TH DAY OF AUGUST, 2020

BY ORDER OF THE BOARD

O. A. Binitie Aboyade-Cole (Mrs.)

FRC/2014/NBA/00000008468
Company Secretary/Legal Adviser
Three Crowns Building
Jericho, Ibadan.