

PROXY FORM

<p>42ND ANNUAL GENERAL MEETING TO BE HELD ON THURADAY 5TH NOVEMBER, 2020 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 5th November, 2020 and at any adjournment thereof:</p> <p>Dated this day of 2020</p> <p>Shareholder's Signature</p>	ORDINARY BUSINESS									
	RESOLUTION	FOR	AGAINST	ABSTAIN						
	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 thereon2.									
	To declare a dividend recommended by the Board of Directors of the Company in respect of the financial year ended 31st March, 2020.									
	To re-elect Mr. Yomi A. Adewusi as a Director									
	To re-elect Mr. Chibuikwe I Okorie as a Director									
	To re-elect Arc. Ayodeji Olorunda as a Director									
	To authorize Directors to fix the Remuneration of the External Auditors									
To elect members of the Statutory Audit Committee										
<p>IF YOU ARE UNABLE TO ATTEND THE MEETING</p> <p>A Member (Shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote on a poll by proxy. The above proxy form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the Meeting.</p> <p>Following the normal practice, the Chairman of the Company has been entered on the Form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may insert in the blank space on the form (marked**) the name of any person listed below as proxy, who will attend the Meeting and vote on your behalf instead.</p> <p>Please sign the proxy form and send it, so as to reach the address shown overleaf or email address proxy@gtlregistrars.com not later than 10.00 a.m. on 2nd November, 2020. If executed by a Corporation, the Proxy Form should be sealed with the Common Seal.</p>	OTHER ACTS									
	RESOLUTION	FOR	AGAINST	ABSTAIN						
	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.									
<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><u>List of Proxies:</u></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">(a) Mr. Obafunso Ogunkeye (Chairman)</td> <td style="width: 50%;">(b) Mrs. Adebisi Bakare</td> </tr> <tr> <td>(c) Mr. Samuel Kolawole (MD/CEO)</td> <td>(d) Sir Sunny Nwosu</td> </tr> <tr> <td>(e) Prof Akachi Ezeigbo (Director)</td> <td>(f) Mr. Eric Akinduro</td> </tr> </table>					(a) Mr. Obafunso Ogunkeye (Chairman)	(b) Mrs. Adebisi Bakare	(c) Mr. Samuel Kolawole (MD/CEO)	(d) Sir Sunny Nwosu	(e) Prof Akachi Ezeigbo (Director)	(f) Mr. Eric Akinduro
(a) Mr. Obafunso Ogunkeye (Chairman)	(b) Mrs. Adebisi Bakare									
(c) Mr. Samuel Kolawole (MD/CEO)	(d) Sir Sunny Nwosu									
(e) Prof Akachi Ezeigbo (Director)	(f) Mr. Eric Akinduro									

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, whether a member of the Company or not, 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, 5th November, 2020 at 11:00 a.m.

Name of Shareholder

Surname	Other Names	Acct. No
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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