



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Third (43rd 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, 23rd September, 2021 at 11am 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 2021 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, 2021;
3. To re-elect Non-Executive Directors, who, being eligible, offer themselves for re-election:
 - a. Mr. Obafunso Ogunkeye
 - b. Prof. Akachi Ezeigbo (74 years old)
 - c. Mr. Olayinka Lawal
4. To ratify the appointment of Two (2) newly appointed Independent Non-Executive Directors, HRM Dr. Josephine A. Diete-Spiff and Joseph B. Daudu, SAN.
5. To disclose the remuneration of the Managers of the Company in line with the provisions of Section 257 of the Companies & Allied Matters Act 2020
6. To authorize the Board of Directors to fix the remuneration of the External Auditors.
7. To elect shareholders’ representatives of the Statutory Audit Committee.

SPECIAL BUSINESS

8. To approve Directors’ remuneration.

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.

ATTENDANCE AND VOTING BY PROXY

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 254 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. Accordingly, members are required to appoint a proxy of their choice from the list of the following individuals proposed as 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) Mrs Adebisi Bakare (Minority shareholder)
- e) Mr. Eric Akinduro (Minority shareholder)
- f) Prince Anthony Omojola (Minority shareholder)

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. Live Streaming of the Annual General Meeting**

The Annual General Meeting will be streamed live. This will enable shareholders and other shareholders who will not be attending physically to follow the proceedings. The link for the live stream will be made available on the company's website – www.universitypressplc.com.

ii. Dividend

If the dividend of 5k per share recommended by the Directors is approved by members at the Annual General Meeting, the dividend will be paid on Thursday 23rd September, 2021 to shareholders whose names appear in the Register of Members at the close of business on 31st August, 2021.

iii. 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.gtlregistars.com.

iv. Unclaimed Dividend

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

v. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed from Wednesday 1st September, 2021 to Monday 6th September, 2021 to enable the Registrar update its records.

vi. 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 Annual General Meeting.

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

ix. 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 23RD DAY OF AUGUST, 2021

BY ORDER OF THE BOARD

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

FRC/2014/NBA/00000008468

Company Secretary/Legal Adviser

Three Crowns Building

Jericho, Ibadan.