

PROXY FORM

(Please tear off and complete)

I/Weof being a member/members of University Press Plc hereby appoint of or failing him, 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 at Kakanfo Inn & Conference Centre, 1, Nihinlola Street, Joyce 'B' Road, Off Ring Road, Ibadan, on Thursday 26th September, 2024 at 11.00am. and at any adjournment thereof.

As witness my/our hand(s) this day of 2024. Signed

*** Please indicate with "X" in the appropriate space how you wish your votes to be cast on the resolutions set out below.

Unless otherwise instructed, the proxy will vote or abstain at his/her discretion.

ORDINARY BUSINESS	RESOLUTION NO.	FOR	AGAINST
1. To lay before the Company in the General Meeting, the Audited Financial Statements for the year ended 31st March 2024, the Reports of the Directors, Auditors and Audit Committee thereon			
2. To declare a dividend			
3. To re-elect the following Directors retiring by rotation: i. Arc. Ayodeji Olorunda; ii. Mr Yomi A. Adewusi; and iii. HRM Dr Josephine A. Diète-Spiff			
4. To authorize the Directors to fix the Auditors' remuneration			
5. To disclose Managers' remuneration			
6. To elect members of the Statutory Audit Committee.			
SPECIAL BUSINESS			
7. To consider and if thought fit, pass the following resolution as ordinary resolutions:			
7.1 That the Directors fees payable to each Non-Executive Director for the financial year ending 31st March 2025 and subsequent years until such a time as they are reviewed, be and is hereby fixed at Five Hundred and Seven Thousand Naira Only (N507,000.00) annually for each Director and Six Hundred and Eight Thousand, Four Hundred Naira Only (N608,400.00) for the Board Chairman.			

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 form (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 Kakanfo Inn & Conference Centre, 1 Nihinlola Street, Joyce 'B' Road, Off Ring Road, Ibadan on Thursday, 26th September, 2024 at 11:00 a.m.

Name of Shareholder
Surname Other Names Acct. No

Signature of Person Attending