

New Vision Printing and Publishing Company Ltd.

Notice of Annual General meeting

NOTICE IS HEREBY GIVEN that the **19th ANNUAL GENERAL MEETING** (AGM) of New Vision Printing & Publishing Company Limited will be held by virtual technology on **November 26, 2020 at 2:00pm** to conduct the following business:

ORDINARY BUSINESS

1. To receive, consider and if approved, adopt the annual audited financial statements for the year ended June 30, 2020 together with the reports of the Directors and Auditors.
2. To approve a final dividend of UGX 18/- per ordinary share as recommended by the Directors and declare it payable net of withholding tax on or about January 23, 2021 to shareholders on the register at the close of business on January 2, 2021.
3. To appoint directors:
In accordance with Articles 67 and 69 of the Company's Articles of Association,
Ms. Julie Piloya Okiror be appointed a director.
In accordance with Articles 67 and 69 of the Company's Articles of Association,
Mr. David Kenneth Mafabi be appointed a director.
4. To approve fees payable to the Non-Executive Directors for the period until the next Annual General Meeting.
5. To note that the Auditor General is mandated to audit the Company by virtue of Section 17 of the PERD Act and authorize the Directors to negotiate and fix the remuneration of External Auditors delegated by the Auditor General in accordance with Sections 167-169 of the Companies Act 2012.

SPECIAL BUSINESS

6. To consider and if deemed fit, pass a special resolution to amend the Company articles of association by:

i. Inserting a new Article 45 (a) after Article 44 which reads as follows:

A General Meeting may be held as;

- a) A physical meeting at such place as the Directors shall determine;
- b) A virtual meeting using electronic means (including video-conferencing and tele-conferencing); or
- c) A hybrid meeting which is both partly physical and partly virtual as set out in paragraphs (i) and (ii)

ii. Substituting for the current articles 83 and 84, the following article

Every director elected will serve for a term of three years and will retire at the Annual General meeting held nearest to the end of the three-year term.

iii. Amending the current articles 45, 46, 50(b) and (c), 54 and 55 respectively to include the underlined and to read as follows:

- **Article 45**
Save as herein otherwise provided, for all purposes, three members present in person, or participating via electronic means or by proxy shall constitute enough quorum.
- **Article 46**
If at the adjourned meeting quorum is not present within half an hour from the time appointed for the meeting, the members present in person, participating via electronic means or by proxy shall constitute enough quorum.
- **Article 50 (b) and (c)**
At any general meeting a resolution put to the vote of the

meeting shall be decided either by a show of hands or by electronic voting feedback unless a poll is (before or on the declaration of the result of the show of hands or electronic voting feedback) is demanded:

- (b) By at least three members present in person, participating electronically or by proxy
- (c) By any member or members present in person, participating electronically or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

• Article 54

On a show of hands or through other electronic means, every member present in person, participating by electronic means or by proxy shall have one vote

• Article 55

In the case of joint holders, the vote of the senior who tenders a vote, whether in person, participating by electronic means or by proxy, shall be accepted to the exclusion of the votes of the other joint holders

7. To conduct any other business that may be required at the AGM for which notice will have been duly received.

Dated this **October 31, 2020**

By Order of the Board



Gervase Ndyanabo
Company Secretary

Notes

- i. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate at the AGM. Duly registered shareholders and proxies will receive an SMS/USSD prompt on their registered mobile numbers and email addresses, 24 hours prior to the AGM.
 - ii. A member entitled to participate, and vote may appoint a proxy to participate and vote on his/her behalf in the manner prescribed in the proxy form. A proxy need not be a shareholder of the Company. A completed form of proxy should be emailed to **Eshareholders@newvision.co.ug** or delivered to the Company Secretary at the Company Head Office at Plot 19/21, 1st Street Industrial Area, P. O. Box 9815 Kampala or faxed on +256 414 346 432 at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.
 - iii. Shareholders wishing to participate in the meeting should register for the AGM by dialling *284*47# for all networks and following the various prompts of the registration process. In order to complete the registration process, shareholders will need to provide their National ID/Passport Numbers/SCD Account Number. For assistance, shareholders (whether in Uganda or outside) should dial the following helpline number: +254 709 170 000 from 9:00 am to 5:00 pm from Monday to Friday or send an email to **newvisionagm@image.co.ke**
 - iv. Registration for the AGM opens on **Friday, 6th November 2020** and will close on **Tuesday, 24th November 2020 at 5.00pm**. Shareholders will not be able to register after Tuesday, 24th November 2020 at 5.00pm
 - v. Duly registered shareholders and proxies may follow proceedings of the AGM using the livestream platform and may access the agenda. Duly registered shareholders and proxies will be prompted via SMS to propose and second AGM resolutions as well as vote for the AGM motions.
 - vi. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to **Eshareholders@newvision.co.ug**
 - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialling the USSD code above and selecting the option (ask Question) on the prompts or via Question Tab the livestream link during the AGM
 - c) To the extent possible, physically delivering their written questions with return physical address or email address to the Company Secretary at the Company Head Office at Plot 19/21, 1st Street Industrial Area, P. O. Box 9815 Kampala or faxed on +256 414 346 432
- All questions must reach the Company on or before Tuesday, 24th November 2020 at 5.00 pm.
- Following receipt of the questions, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be published on the Company's website within 24 hours following conclusion of the general meeting.
- vii. A poll shall be conducted for all the resolutions put forward in the notice.
 - viii. Results of the resolutions voted on will be announced before the close of the meeting and thereafter published within 24 hours following conclusion of the AGM, in the New Vision Newspaper and the Company Website. Shareholders who have provided their email addresses to the Company will also be notified via the same.
 - ix. The following documents are available and can be accessed on both the Company's website **http://visiongroup.co.ug/shareholders/** i) a copy of this Notice and the proxy form; (ii) the Company's Annual Report and Audited Financial Statements for the year ended 30th June 2020 (iii) a copy of the No Objection issued by the USE (iv) Amended articles per the special business
 - x. Dividends less withholding tax where applicable, will be paid on or before January 23rd, 2021 to members on the share register at close of business on January 2nd 2021.