

# Proxy Card

For the attention of:  
**The Company Secretary**  
**New Vision Printing & Publishing Co. Ltd**  
**Plot 19/21 First Street Industrial Area**  
**P.O Box 9815 Kampala**

I/We.....of.....  
 ....., being a shareholder/s of the above mentioned Company, hereby appoint .....  
 ..... of .....(address), as my/our proxy to vote for me/us on my/our  
 behalf at the Extra Ordinary General Meeting of the Company to be held on **Wednesday October 16, 2024**  
 at **2:00pm** and at any adjournment thereof.

	Resolution	For	Against	Vote Withheld	At discretion
	<b>ORDINARY BUSINESS</b>				
1.	To create a new class of shares called preference shares in addition to the existing class of ordinary shares				
2.	To consider and approve an increase of the Company's share capital by UGX 25,000,000,000 from the current UGX 1,503,990,000 to UGX 26,503,990,000 by issuing 156,250,000 non-cumulative, non-redeemable and convertible preference shares with a nominal value of UGX 160 each with a 3% preferential dividend rate to the Government of Uganda through the Minister of Finance, Planning and Economic Development.				
	<b>SPECIAL BUSINESS</b>				
3.	To consider and pass a special resolution to amend Clause 5 of the Company's Memorandum of Association by increasing the share capital from UGX 1,503,990,000 to UGX 26,503,990,000.  The amended Clause 5 shall read as follows:  <i>The share capital of the Company is UGX 26,503,990,000 divided into 76,500,000 ordinary shares of UGX 19.66 each and 156,250,000 non-cumulative and convertible preference shares of UGX 160 each with a 3% preferential dividend rate, with power for the Company to subdivide, consolidate, increase or reduce the said capital. The Company shall have powers to divide the shares into classes or otherwise and to attach thereto respectively any preferential or deferred, qualified or special rights, privileges or, conditions.</i>				
4.	To consider and pass a special resolution to amend Clause 36(e) of the Company's Articles of Association to remove the word "redeemable" and substitute it with "convertible".  The amended Clause 36(e) reads as follows: <i>The Company may by ordinary resolution (e) convert ordinary shares into convertible preference shares;</i>				

Signature; .....

Dated this ..... day of ..... 2024

Please indicate with an 'X' for each resolution above how you wish your votes to be cast. The 'vote withheld' option is provided to enable you abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

**Notes:**

1. This proxy card when completed should be emailed to [legal@newvision.co.ug](mailto:legal@newvision.co.ug) or to Image Registrars Limited at [newvisionshares@image.co.ke](mailto:newvisionshares@image.co.ke), so as to be received not later than 24 (twenty four) hours before the time of holding the meeting.
2. Physical copies of completed proxy forms may also be delivered to the Company's head office addressed to the Company Secretary or delivered to the office of the Company's Registrars whose address is Image Registrars (U) Limited, Jubilee Insurance Center, Plot 14, Parliament venue, 1<sup>st</sup> Floor Kampala Uganda.
3. A proxy appointed need not be a member of the Company.
4. In case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
5. In case of a shareholder which is a body corporate, the proxy form must be completed by an officer or attorney of the body corporate duly authorized in writing.
6. If this form is returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to how to vote.
7. If the appointer is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorized in that behalf.