

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRA ORDINARY GENERAL MEETING (EGM)** of New Vision Printing & Publishing Company Limited will be held as a **fully virtual meeting** (using electronic means) on **Wednesday October 16, 2024 at 2:00pm** at the **Company's head office on Plot 19/21, First Street, Industrial area, Kampala** to conduct the following business:

### ORDINARY BUSINESS

- To create a new class of shares called preference shares in addition to the existing class of ordinary shares.
- 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.

### SPECIAL BUSINESS

- 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:

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.

- 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:

The Company may by ordinary resolution (e) convert ordinary shares into convertible preference shares;

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

Dated this **September 24, 2024**

By Order of the Board



Gervase Ndyanabo  
COMPANY SECRETARY

## NOTES ON THE EXTRA ORDINARY GENERAL MEETING

- New Vision Printing and Publishing Co. Ltd (the Company) has convened and is conducting the EGM as a fully virtual meeting, in accordance with the provisions of the Company's Articles of Association.

Shareholders should register to attend the EGM electronically by **2:00pm** of **October 15, 2024** as described further below:

- Shareholders wishing to participate in the EGM should register by doing the following;
  - Dialing **\*284\*32#** (Uganda mobile networks) and following the prompts, or;
  - Sending an email request to be registered to **newvisionegm@image.co.ke**
  - Shareholders with email addresses will receive a registration link via email through which they can use to register

In order to complete the registration process, shareholders will need to have their National ID/passport numbers and/or their SCD Account number at hand.

For assistance, shareholders should dial the following helpline number: **+256 762 260 804 /+254 709 170 000** from **8:00 a.m. to 5:00 p.m.** from **Monday to Friday**.

- Registration for the EGM **opens on Tuesday, September 24, 2024 at 8:00am East Africa Time (GMT+3)** and will **close on Tuesday, October 15, 2024 at 2:00pm East Africa Time (GMT+3)**.

- The following documents may be viewed on the Company's website <https://visiongroup.co.ug/shareholders/>
  - A copy of this Notice
  - The Proxy Form
  - The company's Memorandum and Articles of Association
  - Shareholders' circular/ note

- Shareholders wishing to raise any questions or clarifications regarding the EGM may do so by:
  - Sending their written questions by email to **legal@newvision.co.ug** or **newvisionshares@image.co.ke**
  - Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts;
  - In the event that the above is not possible, written questions should be physically delivered to the Company's head office addressed to the Company Secretary.

Shareholders must provide their full details (full names, national ID/Passport Number/SCD Account Number) when submitting their questions and clarifications.

Any questions and clarifications must reach the Company on or before **Tuesday, October 15, 2024 at 2:00 pm**.

A full list of all questions received, and the answers thereto will be published on the Company's website not later than 24 hours after the start of the EGM.

- Shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company.

A proxy form is available on the Company's website via this link: <https://visiongroup.co.ug/shareholders/> Physical copies of the proxy form are also available at the Company's head office and at the offices of the Company's Registrar whose address is **Image Registrars (U) Limited, Jubilee Insurance Center, Plot 14, Parliament Avenue, 1<sup>st</sup> Floor Kampala Uganda**.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to **legal@newvision.co.ug** or to Image Registrars Limited at **newvisionshares@image.co.ke**, so as to be received not later than 24 hours before the time of holding the meeting.

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 Registrar whose address is **Image Registrars (U) Limited, Jubilee Insurance Center, Plot 14, Parliament Avenue, 1<sup>st</sup> Floor Kampala Uganda**.

- The EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting.

Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the EGM acting as a reminder of the EGM.

A second SMS/USSD prompt shall be sent one hour ahead of the EGM, reminding duly registered shareholders and proxies that the EGM will begin in an hour's time and providing a link to the live stream.

- Duly registered shareholders and proxies may follow the proceedings of the EGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote when prompted by the Chairman.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Results of the poll shall be published within 48 hours following the conclusion of the EGM on the Company's website.

- Shareholders are encouraged to continuously monitor the Company's website <https://visiongroup.co.ug/shareholders/> for updates relating to the EGM. Please report any challenges or issues that you may face to us immediately for quick resolution using the email address **newvisionshares@image.co.ke** or our helpline **+256 762 260 804 /+254 709 170 000** from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

- The Company offices are open during normal business hours on all working days (except Saturday, Sunday and public holidays excluded), unless closed for any other legal or legitimate reason. Unless stated otherwise, all timings quoted in this notice are East Africa Time (GMT+3).