

NATION MEDIA GROUP PLC

GENERAL MEETING HELD ON 26TH JUNE 2020 AT 3.00PM

POLLING RESULTS

The Board of Directors of Nation Media Group Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Friday 26th June 2020.

The Poll was conducted by Image Registrars Limited.

	RESOLUTION AS PER NOTICE	FOR		AGAINST		ABSTAINED		VERDICT
1	To confirm the payment of the interim dividend of Shs.1.50 per share (60%) and to note the non-payment of final dividend on the ordinary share capital in respect of the year ended 31st December 2019.	92,646,934	100%	1,000	0%	16,054	0%	PASSED
2	To confirm that PricewaterhouseCoopers continue in office as the Company's Auditors in accordance with section 721 of the Kenyan Companies Act 2015 and to authorize the directors to fix the remuneration of the Auditors.	92,661,229	100%	2,000	0%	759	0%	PASSED
3	To elect and re-elect the following directors: a) In accordance with Article 96 of the Company's Articles of Association, Ms. Sumayya Hassan is a director appointed on 26th September, 2019, who retires and being eligible offers herself for reelection.	92,608,999	100%	22,488	0%	32,501	0%	PASSED
	b) In accordance with Article 96 of the Company's Articles of Association, Mr. Al- Noor Ramji is a director appointed on 27th March, 2020, who retires and being eligible offers himself for reelection	89,605,580	97%	3,016,285	3%	42,123	0%	PASSED

	c) In accordance with Article 110 of the Company's Articles of Association, Dr. Yasmin Jetha, Mr. Wangethi Mwangi and Mr. Leonard Mususa retire by rotation and being eligible, offer themselves for re-election.	92,108,875	99%	527,724	1%	27,389	0%	PASSED
	d) In accordance with the provisions of section 769(1) of the Companies Act 2015, the following directors being members of the Audit, Risk and Compliance Committee be elected to continue to serve as members of the said Committee: (i) Mr. Leonard Mususa (ii) Mr. Anwar Poonawala (iii) Mr. Al-Noor Ramji	92,592,093	100%	35,880	0%	36,015	0%	PASSED
4	To authorise the directors to fix the remuneration of the Non-Executive Directors.	92,158,875	100%	5,880	0%	16,015	0%	PASSED
5	SPECIAL BUSINESS To consider and, if thought fit, to pass the following resolutions as Special Resolutions. 6 "That Dr. W. Kiboro, a director who retires in accordance with Article 101 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year."	92,592,093	100%	511,656	0%	18,359		PASSED
6	"That Prof. L Huebner, a director who retires in accordance with Article 101 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected	92,592,093	100%	511,656	0%	18,359		PASSED

as a director of the Company for a period of one year.”								
“ That Mr. A. Poonawala, a director who retires in accordance with Article 101 of the Company’s Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year.”	92,592,093	100%	511,656	0%	18,359	0%	PASSED	
That Mr. F.O. Okello being a director who retires in accordance with Article 101 of the Company’s Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the Company for a period of one year.”	92,592,093	100%	511,656	0%	18,359	0%	PASSED	
“That Subject to the approval by the Capital Markets Authority and the Nairobi Securities Exchange PLC the sum of Kshs. 47,135,572.50 being part of the amount now standing to the credit of the reserves of the company shall be capitalized and that the same shall be applied in making in full at par for the 18,854,229 Ordinary shares of Kshs.2.50 each in the capital of the company. Such shares shall be distributed as fully paid up among the persons who are registered as holders of the Ordinary shares in the capital of the Company at the close of business on 12th June, 2020, at the rate of one new full paid share for every ten ordinary shares held by such holders respectively and that such new shares shall not qualify for payment of any dividend for the year 2019 declared at this meeting. “	92,660,028	100%	3,960	0%	-	0%	PASSED	

Appreciation

The Nation Media Group Plc wishes to thank all the 1,689 shareholders who registered and participated in the first electronic meeting held by the Nation Media Group Plc.

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

BY THE ORDER OF THE BOARD

SEKOU OWINO

COMPANY SECRETARY