

NATION MEDIA GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Due to the ongoing Covid-19 Pandemic and the resultant directives issued by the Government of Kenya under the Public Health (Prevention, Control and Suppression of Covid19) Rules, 2020 which restrict gatherings and congregations of persons, the normal method of holding General meetings by congregations of Shareholders in person at a single venue and Further in accordance with the Order of the High Court of Kenya issued in Nairobi Miscellaneous Application No. E680 of 2020 on the 29th day of April, 2020, Notice is hereby given that the Fifty-Seventh Annual General Meeting of the Shareholders of Nation Media Group PLC will be held on Friday 26th June 2020 at 3.00 p.m. by electronic communication for the following purposes:

ORDINARY BUSINESS

- To receive the financial statements for the year ended 31st December 2019, and the chairman's, directors' and auditors' reports thereon.
- 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.
- 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.
- To elect and re-elect the following directors:
 - 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.
 - 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
 - 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.
 - 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:
 - Mr. Leonard Mususa
 - Mr. Anwar Poonawala
 - Mr. Al-Noor Ramji
- To authorise the directors to fix the remuneration of the Non-Executive Directors.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Special Resolutions.

- "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."
- "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 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."
- 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."
- "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. "
- Any other Business for which valid Notice shall have been given.

By Order for the Board

S. OWINO
Interim Company Secretary

4th June, 2020

NOTES:

- In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, for Nation Media Group PLC to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
- On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).
- Nation Media Group PLC has convened and will conduct its Fifty Seventh Annual General Meeting via virtual/electronic means following receipt of a No Objection from the Capital Markets Authority.
- Shareholders wishing to participate in the meeting should register for the AGM by *483*814# for all networks and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday.
A Shareholder domiciled outside of Kenya can send an email to Image Registrars via NMGshares@image.co.ke providing their details i.e Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered. Image registrars shall register the shareholder and send them an email link once registered
- Registration for the AGM opens on 5th day of June, 2020 at 9:00 am and will close on Tuesday 23rd June, 2020 at 11.00 am Shareholders will not be able to register after Tuesday 23rd June, 2020 at 11.00 am.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.nationmedia.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2019; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (v) a copy of the No Objection issued by the CMA.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - sending their written questions by email to NMGshares@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
 - to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, or
 - sending their written questions with a return physical address or email address by registered post to the Nation Media Group PLC's address at P. O. Box 49010-00100 Nairobi or the postal address of Image registrar's at P.O. Box 58485-00200, Nairobi.

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

All questions and clarification must reach the Company on or before Tuesday 23rd June, 2020 at 11:00 am.

Following receipt of the questions and clarifications, 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 not later than 12 hours before the start of the general meeting.

- In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM 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 attached to this Notice and is available on the Company's website via this link: <http://www.nationmedia.com>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to nmgshares@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than Tuesday 23rd June, 2020 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Tuesday 23rd June, 2020 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 24th June, 2020 to allow time to address any issues.
- The AGM 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 AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meetings.

In light of the escalating COVID-19 pandemic, we encourage our Shareholders to monitor the Nation Media Group PLC's website for updates (if any) after the issuing of this Notice.



Nation Media Group

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