

# NATION MEDIA GROUP PLC

(Incorporated in Kenya under the Companies Act)  
(Registration Number 85/74)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Ninth Annual General Meeting of the Shareholders of Nation Media Group PLC will be held virtually on Thursday, 30 June 2022 at 3.00 pm EAT to conduct the business stated below.

*All resolutions will be conducted by way of a Poll.*

### ORDINARY BUSINESS

- To receive the financial statements for the year ended 31 December 2021, and the Chairman's, Directors' and Auditors' reports thereon.
- To receive, consider and if thought fit approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December 2021 and to authorise the Board to fix the remuneration of the Non-Executive Directors.
- To approve the payment of a first and final dividend of KES 1.50 per share amounting to KES 285,442,745 for the year ended 31 December 2021, as recommended by the Directors. The dividend will be payable to the Shareholders on the Company's Register of Members at the close of business on Thursday, 16 June 2022 and will be paid on or about Friday, 29 July 2022.
- To confirm that the Auditors, PricewaterhouseCoopers LLP having expressed their willingness, continue in office as the Company's Auditors in accordance with section 721(2) of the Kenyan Companies Act 2015 and to authorise the Directors to fix the remuneration of the Auditors for the ensuing financial year.
- To re-elect Directors:
  - in accordance with Article 96 of the Company's Articles of Association, Prof. Samuel Seijaaka retires by rotation and being eligible, offers himself for re-election;
  - in accordance with Article 110 of the Company's Articles of Association, Ms. Sumayya Hassan retires by rotation and being eligible, offers herself for re-election;
  - in accordance with Article 110 of the Company's Articles of Association, Dr. Yasmin Jetha retires by rotation and being eligible, offers herself for re-election;

- in accordance with Article 110 of the Company's Articles of Association, Mr. Wangethi Mwangi retires by rotation and being eligible, offers himself for re-election;
- Dr. Wilfred Kiboro, having attained the age of 70 years, retires by rotation and offers himself for re-election;
- Prof. Lee Huebner, having attained the age of 70 years, retires by rotation and offers himself for re-election;
- Mr. Anwar Poonawala, having attained the age of 70 years, retires by rotation and offers himself for re-election;
- Mr. Francis. O. Okello, having attained the age of 70 years, retires by rotation and offers himself for re-election;

- To appoint the members of the Company's Audit, Risk and Compliance Committee:

In accordance with the provisions of section 769(1) of the Companies Act 2015, the following Directors being members of the Company's Audit, Risk and Compliance Committee be re-elected to continue to serve as members of the said Committee:

- Mr. Leonard Mususa
- Mr. Anwar Poonawala
- Mr. Al-Noor Ramji
- Prof. Samuel Seijaaka

### SPECIAL BUSINESS

- Any other business for which valid notice shall have been given.

### By Order of the Board



Angela Namwakira  
Company Secretary

7 June 2022

### NOTES:

- In accordance with the provisions of section 3 of the Companies Act, 2015 as amended by the Business Laws (Amendment) (No. 2) Act, 2021, the Fifty-Ninth Annual General Meeting (AGM) of Nation Media Group PLC ("the Company") will be held virtually on Thursday 30 June 2022 at 3.00 pm.
- Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
  - Dialing \*483\*809# for all networks and follow the various prompts regarding the registration process; or
  - Sending an email request to be registered to NMAGM@image.co.ke; or
  - 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 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) 709 170 034 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.  
A Shareholder domiciled outside of Kenya can send an email to Image Registrars via [NMAGM@image.co.ke](mailto:NMAGM@image.co.ke).
- Registration for the AGM opens on Thursday, 9 June 2022 at 9:00 am and will close on Monday, 27 June 2022 at 5:00 pm.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.nationmedia.com>
  - a copy of this Notice and the proxy form;
  - the Company's audited financial statements for the year ended 31 December 2021;
  - Copy of the Amended Articles of Association.

The reports may also be accessed upon request by dialing the USSD code above and selecting the "Reports" option.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - sending their written questions by email to [NMAGM@image.co.ke](mailto:NMAGM@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 Company's address 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, 28 June 2022 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: <https://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 be under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to NMGPAGM@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, 28 June 2022 at 3:00 p.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday, 29 June 2022 at 10.00 am. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than 29 June 2022 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 motions put forward at the General Meeting.
- Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.