

CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUES OF SECURITIES TO THE PUBLIC

TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

Company Name (in full)

NATION MEDIA GROUP PLC

Reviewer's Name

JAMES KINYUA

Stock Code

COMMERCIAL AND SERVICES

Date of Financial Year End

31ST DECEMBER

DR WILFRED KIBORO

MR STEPHEN GITAGAMA

MR JAMES KINYUA

Company market to book ratio at end of financial year
 No of outstanding shares at end of financial year
 Closing price of stock at end of financial year
 Net sales as per Income Statement at end of financial year
 Net profit as per Income Statement at end of financial year
 2018 Total debt (short and long term) as per Balance Sheet at end of financial year
 Total equity as per Balance Sheet at end of financial year
 Total no. of Board members at end of financial year
 No. of independent directors at end of financial year
 No. of non-executive directors at end of financial year

**Mandatory or
'apply or
explain'**

Part No.

Question

Kenya Code Reference

	A	INTRODUCTION	
M	A.1	Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control?	1.1.2, 2.6.2, 6.3.2
M	A.2	Do the Board Charter or company documents distinguish the responsibilities of the board from management in line with Code requirements?	1.1.2, 2.3.1, 2.3.2, 2.6.2
A or E	A.3	Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	1.1.6
M	A.4	How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	1.1.6
M	A.5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview, 2.3
A or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6

M	A.7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2
	B	BOARD OPERATIONS and CONTROL	
M	B.1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2
M	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3
M	B.3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7
M	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4
A or E	B.5	Has the board adopted a policy to ensure the achievement of diversity (including age, race and gender) in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1
M	B.6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties?	2.2.1
M	B.7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6
M	B.8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	2.1.6, 2.1.7
M	B.9	Are independent directors at least one-third of the total number of Board members?	1.1.2, 2.1.3, 2.4.1
A or E	B.10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1
M	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2
M	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3


M	B.13	How does the Board ensure a smooth transition of Board members?	2.1.8
M	B.14	Has the Board established an effective Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7
M	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3
M	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4
A or E	B.17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5
M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8
M	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7
M	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9
A or E	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6
A or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3
M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the company secretary?	2.6.4, 2.8
A or E	B.24	Has the Board established and applied a formal induction program for in-coming members?	2.7.1
A or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3
A or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	2.9.2

M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	2.9.1
M	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies?	2.10, 2.10.1, 2.10.2
M	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	2.10.3
A or E	B.30	Has the Board subjected the company to an annual governance audit?	2.11.1
	C	RIGHTS of SHAREHOLDERS	
M	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.2.1
M	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.1.1
M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.1.1
A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1
A or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1
	D	STAKEHOLDER RELATIONS	
A or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders?	4.1.1
A or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.1.2, 4.1.3, 4.1.5, 4.2.1

A or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4
M	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1
M	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1
	E	ETHICS AND SOCIAL RESPONSIBILITY	
A or E	E.1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1
M	E.2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4
A or E	E.3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3
A or E	E.4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1
A or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5
A or E	E.6	Has the company established and implemented a whistle blowing policy?	5.2.5
A or E	E.7	Has the Board/or management developed policies on corporate citizenship and sustainability and strategies for company use?	5.3.1, 5.4
M	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3.2, 5.3.3
A or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1
	F	ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL	

M	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a
M	F.2	Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2
A or E	F.3	Does the board or audit committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b
M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3
A or E	F.5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards?	6.1.5
A or E	F.6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues ?	6.2.1
M	F.7	Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulations, rules and guidelines)?	6.3.1, 6.3.2, 6.3.3
M	F.8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1
M	F.9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2
A or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.2
	G	TRANSPARENCY and DISCLOSURE	

M	G.1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code.	7.0 Overview, 7.1.1
A or E	G.2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1
A or E	G.3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1
A or E	G.4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing?	7.1.1
A or E	G.5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1
A or E	G.6	Does the Board disclose the management discussion and analysis as required in 7.1.1?	7.1.1
A or E	G.7	Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.1.1
A or E	G.8	Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings?	7.1.1
A or E	G.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1?	7.1.1
M	G.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability?	7.1.1
M	G.11	Has the Board disclosed all related-party transactions?	7.1.1t
M	G.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	1.1.3, 7.1.1r

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- Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to (CMA) will fulfill the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.
- Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, PA - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore any non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.
- Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NC column 'G ' must be completed.
- Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including:
- a: reasons for non-application
 - b: time frame required to meet each application requirement
 - c: the strategies to be put in place to progress to full application.

Company Details to be Provided:

	11,457,714
	68.5
	9,661,000,000
	1,056,000,000
d of financial year	0
	7,877,600,000
	13
	12
	12

Application - FA, PA or NA - See Notes 1, 2, 3&4 **Application or Explanation - Note 3 & 4** **Source of Information**

FULLY APPLICABLE	BOARD CHARTER	COMPANY WEBSITE
FULLY APPLICABLE	BOARD CHARTER	COMPANY WEBSITE
FULLY APPLICABLE	BOARD CHARTER	COMPANY WEBSITE
FULLY APPLICABLE	PERIODIC REPORTING	BOARD MINUTES
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	PERIODIC REPORTING	ANNUAL REPORT

FULLY APPLICABLE	WRITTEN TERMS OF REFERENCE	TERMS OF REFERENCE
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	BOARD CHARTER	BOARD CHARTER
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	BOARD CHARTER	BOARD CHARTER
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	BOARD EVALUATION	NOT PUBLISHED
NOT COMPLIANT	RETIREMENT BY ROTATION	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT

FULLY APPLICABLE	APPOINTMENT OF CANDIDATES TO FILL	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	BOARD CHARTER	BOARD CHARTER
FULLY APPLICABLE	BOARD CHARTER	BOARD CHARTER
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	BOARD MINUTES	BOARD MINUTES
FULLY APPLICABLE	EXTERNAL CONSULTANT ENGAGED TO CONDUCT BOARD EVALUATION	CONFIDENTIAL BOARD REPORT
FULLY APPLICABLE	TAKEN AROUND THE OPERATIONS AND MEET	COMPANY SECRETARY
PARTAILLY COMPLIANT	RESIDENT DIRECTORS UNDERTAKE THE TRAINING	COMPANY SECRETARY
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT

FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
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FULLY APPLICABLE	LEGAL DEPARTMENT AND RISK AND COMPLIANCE DEPARTMENT TASKED WITH ENSURING ADHERENCE WITH ALL APPL	
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NOT COMPLIANT	WILL CONDUCT THE AUDIT WITHIN SIX MONTHS	
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FULLY APPLICABLE	RISK AND COMPLIANCE DEPARTMENT CONDUCTS PERIODIC REVIEWS	
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FULLY APPLICABLE	ARTICLES OF ASSOCIATION	
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FULLY APPLICABLE	SHAREHOLDERS ENCOURAGED TO COMMUNICATE WITH THE COMPANY	
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FULLY APPLICABLE	QUESTION AND ANSWER SESSION	ANNUAL GENERAL MEETING MINUTES
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FULLY APPLICABLE	ARTICLES OF ASSOCIATION	ARTICLES OF ASSOCIATION
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FULLY APPLICABLE	MEDIA COVERAGE OF ACTIONS AND ACTIVITIES	NEWSPAPERS AND TELEVISION BROADCASTS
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FULLY APPLICABLE	ACTIVE ENGAGEMENT WITH INTERNAL AND EXTERNAL STAKEHOLDERS	
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FULLY APPLICABLE	ENGAGEMENT WITH STAKEHOLDERS	
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FULLY APPLICABLE	DECISIONS MADE ON THE BASIS OF THE BENEFIT OF ALL STAKEHOLDERS	
FULLY APPLICABLE	GENERAL MEETING AND INVESTOR BRIEFINGS	NEWSPAPERS AND TELEVISION BROADCASTS
FULLY APPLICABLE	WRITTEN COMPLAINTS MECHANISM	

FULLY APPLICABLE	BOARD CHARTER	BOARD CHARTER
FULLY APPLICABLE	CODE OF CONDUCT SUPPLIED TO DIRECTORS AND EMPLOYEES	CODE OF CONDUCT
FULLY APPLICABLE	DISCIPLINARY ACTION FOR BREACHES	
FULLY APPLICABLE	RISK AND COMPLIANCE DEPARTMENT CONDUCTS PERIODIC REVIEWS	
FULLY APPLICABLE	WHISTLE BLOWER POLICY	COMPANY WEBSITE
FULLY APPLICABLE	COMPANY WEBSITE	
FULLY APPLICABLE	CORPORATE AND REGULATORY AFFAIRS DEPARTMENT OVERSEES COMPLIANCE	
FULLY APPLICABLE	BOARD DELIBERATIONS	
FULLY APPLICABLE	BOARD DELIBERATIONS	

FULLY APPLICABLE	BOARD MINUTES	
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	INTERNATIONAL FINANCIAL REPORTING STANDARDS(IFRS)	ANNUAL REPORT
FULLY APPLICABLE	RISK AND COMPLIANCE DEPARTMENT CONDUCTS PERIODIC REVIEWS	
FULLY APPLICABLE	CONTINUOUS REVIEW OF INTERNAL CONTROLS	
FULLY APPLICABLE	RISK AND COMPLIANCE DEPARTMENT CONDUCTS PERIODIC REVIEWS	
FULLY APPLICABLE	TERMS OF REFERENCE OF HEAD OF INTERNAL AUDIT	
NOT COMPLIANT	INTENAL MATTERS	



FULLY APPLICABLE	ANNOUNCEMENTS ON MATERIAL MATTERS	
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	COMPANY WEBSITE	COMPANY WEBSITE
NOT COMPLIANT	INTERNAL MATTERS	
FULLY APPLICABLE	COMPANY WEBSITE	COMPANY WEBSITE
FULLY APPLICABLE	PERIODIC REVIEW OF THE SHAREHOLDER REGISTER	INTERNAL AUDIT
FULLY APPLICABLE	INTERNAL MATTERS	
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT
FULLY APPLICABLE	ANNUAL REPORT	ANNUAL REPORT



the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied

thing less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is

Not applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question,

to the Capital Markets Authority and shall include: