

# NATION MEDIA GROUP PLC

**GENERAL MEETING HELD ON 26<sup>TH</sup> 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 26<sup>th</sup> June 2020. The Poll was conducted by Image Registrars Limited.

	BUSINESS	FOR		AGAINST		ABSTAINED	VERDICT
1.	To receive the financial statements for the year ended 31st December 2019, and the chairman's, directors' and auditors' reports thereon	92,662,155	100%	1,259	0%	574	PASSED
2.	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	PASSED
3.	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	PASSED
4.	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 re-election.	92,608,999	99.98%	22,488	0.02%	32,501	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 re election	89,605,580	96.74%	3,016,285	3.26%	42,123	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	99.43%	527,724	0.57%	27,389	PASSED
5.	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	99.92 %	35,880	0.04 %	36,015	PASSED
6.	To authorise the directors to fix the remuneration of the Non-Executive Directors.	92,158,875	99.99%	5,880	0.01%	16,015	PASSED
7.	a) "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." b) "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 not withstanding that fact, be re-elected as a director of the Company for a period of one year." c) "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." d) 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."	92,133,973	99.45%	511,656	0.55%	18,359	PASSED
8.	"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%	-	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

INTERIM COMPANY SECRETARY

## RESOLUTIONS PASSED AT THE NATION MEDIA GROUP PLC ("THE COMPANY") 57<sup>TH</sup> ANNUAL GENERAL MEETING HELD VIA ELECTRONIC MEANS ON FRIDAY, 26<sup>TH</sup> JUNE 2020, AT 3.00 PM:

- AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2019:**  
It was unanimously resolved that the audited Consolidated Financial Statements for the Financial year ended 31st December 2019, together with the reports of the Chairman, the Group Chief Executive Officer and the Auditor's thereon be adopted.
- DIVIDENDS:**  
The meeting unanimously resolved to confirm the interim dividend of Shs.1.50 per share (60%) and noted the non-payment of final dividend on the ordinary share capital in respect of the year ended 31st December 2019.
- ELECTION OF DIRECTORS:**
  - It was unanimously resolved that in accordance with Article 96 of the Company's Articles of Association, Ms. Sumayya Hassan a Director appointed on 26th September, 2019, who retires and being eligible offers herself for reelection be re-elected as a Director of the Company.
  - It was unanimously resolved that in accordance with Article 96 of the Company's Articles of Association, Mr. AlNoor Ramji is a director appointed on 27th March, 2020, who retires and being eligible offers himself for reelection be and is hereby re-elected as a Director of the Company
  - It was unanimously resolved that in accordance with Article 110 of the Company's Articles of Association, Dr. Yasmin Jetha retires by rotation and being eligible, offer themselves for re-election be and is hereby re-elected as a Directors of the Company
  - It was unanimously resolved that in accordance with Article 110 of the Company's Articles of Association, Mr. Wangethi Mwangi retires by rotation and being eligible, offers themselves for re-election be and is hereby re-elected as a Directors of the Company
  - It was unanimously resolved that in accordance with Article 110 of the Company's Articles of Association, Mr. Leonard Mususa retires by rotation and being eligible, offers himself for re-election be and is hereby re-elected as a Directors of the Company
- BOARD AUDIT COMMITTEE:**  
It was unanimously resolved that 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, be and is hereby approved.
- DIRECTORS' REMUNERATION:**  
It was unanimously resolved that the Directors be authorized to fix the remuneration the Non-Executive Directors.
- APPOINTMENT OF AUDITORS:**  
It was unanimously resolved 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.
- ORDINARY BUSINESS REQUIRING SPECIAL NOTICE**
  - It was unanimously resolved, that Dr. W. Kiboro a Director retiring in accordance with Article 101 of the Company's Articles of Association and being over the age of 70 years, shall notwithstanding that fact, be and is hereby re-elected as a Director of the Company for a period of one year.
  - It was unanimously resolved, that Prof. L Huebner a Director retiring in accordance with Article 101 of the Company's Articles of Association and being over the age of 70 years, shall notwithstanding that fact, be and is hereby re-elected as a Director of the Company for a period of one year.
  - It was unanimously resolved, that Mr. A. Poonawala a Director retiring in accordance with Article 101 of the Company's Articles of Association and being over the age of 70 years, shall notwithstanding that fact, be and is hereby re-elected as a Director of the Company for a period of one year.
  - It was unanimously resolved 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 and is hereby re-elected as a director of the Company for a period of one year.
- SPECIAL RESOLUTION**  
It was unanimously resolved 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 and that 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.

SEKOU OWINO

INTERIM COMPANY SECRETARY



Nation Media Group

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