

THE 58TH NATION MEDIA GROUP PLC AGM 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, 25th June 2021.

RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1 To receive the Financial Statements for the year ending 31 December 2020 and the Chairman's, Directors and Auditors reports' thereon.	191,095,041	100.0000%	0	0.0000%	6,830	PASSED
2 To confirm that Pricewaterhouse Coopers LLP 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.	190,839,416	99.8812%	226,866	0.1187%	35,589	PASSED
3 To elect and re-elect the following director. a) Mr. Dennis Aluanga retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.	191,029,915	99.9959%	7,809	0.0040%	64,147	PASSED
4 To elect and re-elect the following director a) Mr. Stephen Dunbar-Johnson retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.	191,024,283	99.9827%	33,031	0.0172%	44,557	PASSED
5 To elect and re-elect the following director a) Mr. Louis Otieno retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.	190,754,427	99.8430%	299,845	0.1569%	47,599	PASSED
6 In accordance with the provisions of section 769 of the Companies Act 2015, the following Directors, being members of the Board Audit and Risk Committee be elected individually to continue serving as members of the Committee i. Mr Leonard Mususa ii. Mr Anwar Poonawala iii. Mr Al-Noor Ramji	191,043,183	99.9809%	36,394	0.0190%	22,294	PASSED
7 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 2020 and to authorise the directors to fix the remuneration of the Non-Executive Directors.	190,754,756	99.9869%	24,856	0.0130%	322,259	PASSED
8 THAT the following directors who have reached the age of 70 years to continue to serve as directors of the Company: a) "That Dr. Wilfred D. 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."	191,037,232	99.9675%	62,100	0.0324%	2,539	PASSED
9 THAT the following director who has reached the age of 70 years to continue to serve as a director of the Company: a) "That Prof. Lee 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."	191,060,655	99.9898%	19,343	0.0101%	21,873	PASSED
10 THAT the following director who has reached the age of 70 years to continue to serve as a director of the Company: a) "That Mr. Anwar 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 not withstanding that fact, be re-elected as a director of the Company for a period of one year."	191,015,950	99.9701%	57,069	0.0298%	28,852	PASSED
11 THAT the following director who has reached the age of 70 years to continue to serve as a director of the Company: a) "That Mr. Francis O. Okello, 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."	191,050,318	99.9929%	13,402	0.0070%	38,151	PASSED
12 "THAT a new article to be numbered as Article 13A is inserted into the Company's Articles of Association immediately following the current Article 13 as follows: 13 A The Company may acquire its own shares in accordance with Part XVI of the Companies Act, 2015"	190,795,043	99.9765%	44,797	0.0234%	262,031	PASSED
13 "THAT a new article to be numbered as Article 68A is inserted into the Company's Articles of Association immediately following the current Article 68 as follows: 68A(i) The Board may, whenever it thinks fit: a) convene a shareholders' meeting entirely by electronic communication; or b) provide for one or more shareholders, or proxies for shareholders to participate by electronic communication in all or part of a shareholders meeting that is being held in person, as long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting 68A(ii) If shareholders' participation in a meeting is by electronic communication, as contemplated in Article 68A(i) a) the notice of that meeting must inform shareholders of the availability of that form of participation, and provide any necessary information to enable shareholders or their proxies to access the available medium or means of electronic communication; and b) access to the medium or means of electronic communication is at the expense of the shareholder or proxy, except to the extent that the company determines otherwise.	190,803,501	99.9810%	36,122	0.0189%	262,248	PASSED
14 "THAT, in accordance with Section 458 of the Companies Act, 2015, the Company be and is hereby authorised to make market purchases of paid-up and issued ordinary shares of KES 2.50 each in the capital of the Company ("Ordinary Shares") in connection with a buyback for Ordinary Shares on the terms and conditions set out in the Circular to the Company's shareholders dated 31 May 2021 (the "Buyback") and which circular was made available to the shareholders together with the notice for the annual general meeting (and is also available on the Company's website), provided that a) the maximum number of Ordinary Shares that may be purchased pursuant to the terms of this resolution is 20,739,652 Ordinary Shares; b) the maximum price (exclusive of any expenses) that may be paid for any Ordinary Share shall be KES 25 as recommended by the Board; c) the minimum price (exclusive of expenses) that may be paid for any Ordinary Share shall be KES 2.50 being the nominal value of the shares; and a) this authority shall expire at the end of 18 months from the date of the annual general meeting of the Company held on 25 June 2021, unless previously varied, revoked or renewed in accordance with the provisions of the Companies Act, 2015".	190,968,912	99.9456%	103,835	0.0543%	29,124	PASSED
15 "THAT, in accordance with section 329 of the Companies Act 2015 the directors of the Company be generally and unconditionally authorised to re-allot such Ordinary Shares as may be purchased by the Company pursuant to the Buyback provided that this authority shall, unless renewed, varied or revoked by the Company, expire no later than five years from the effective date of these resolutions."	190,935,271	99.9514%	92,729	0.0485%	73,871	PASSED