

# 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 NMGAGM@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 [NMGAGM@image.co.ke](mailto:NMGAGM@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 [NMGAGM@image.co.ke](mailto:NMGAGM@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 NMGAGM@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.

# KAMPUNI YA NATION MEDIA GROUP PLC

(Imesajiliwa Kenya chini ya Sheria ya Makampuni)  
(Nambari ya Usajili 85/74)

## TAARIFA KUHUSU MKUTANO MKUU WA KILA MWAKA

Taarifa imetolewa hapa kwamba Mkutano Mkuu wa Kila Mwaka wa Hamsini na Tisa wa Wenyejisa wa Shirika la NATION MEDIA GROUP PLC utafanywa mtandaoni siku ya Alhamisi, tarehe 30 Juni 2022 saa 9.00 jioni Saa za Afrika Mashariki ili kuendesha shughuli zilizotajwa hapo chini.

Maamuzi yote yataendeshwa kupitia kwa Kura ya maoni.

### SHUGHULI YA KAWAIDA

- Kupokea taarifa za kifedha za mwaka uliokamilika tarehe 31 Desemba 2021, na ripoti za Mwenyekiti, Wakurugenzi Wakuu na Wakaguzi wa Hesabu.
- Kupokea, kuzingatia na ikionekana kuwa sawa, iidhinishe Ripoti ya Malipo ya Wakurugenzi Wakuu na malipo yaliyolipwa kwa Wakurugenzi kwa mwaka uliokamilika tarehe 31 Desemba 2021 na kuidhinisha Bodi kuamua malipo ya Wakurugenzi Wasio Watendaji.
- Kuidhinisha malipo ya mgao wa kwanza na wa mwisho wa mapato ya hisa wa KES 1.50 kwa kila hisa ya kima cha KES 285,442,745 kwa mwaka uliokamilika tarehe 31 Desemba 2021, kama iliyopendekezwa na Wakurugenzi. Mgao wa mapato ya hisa utalipwa kwa Wenyejisa walio kwenye Sajili ya Wanachama wa Kampuni kufikia mwisho wa siku ya Alhamisi, tarehe 16 Juni 2022 na utalipwa mnamo au karibu na Ijumaa, tarehe 29 Julai 2022.
- Kuthibitishia Wakaguzi wa Hesabu kwamba kampuni ya PricewaterhouseCoopers LLP, baada ya kuonyesha nia yake, itaendelea kuhudumu kama Mkaguzi wa Kampuni kwa mujibu wa kifungu cha 721(2) cha Sheria ya Kampuni ya Kenya 2015 na kuidhinisha Wakurugenzi kuamua malipo ya Wakaguzi wa Hesabu.
- Kuchagua tena Wakurugenzi Wakuu:
  - kwa mujibu wa Kifungu cha 96 cha Taarifa ya Ushirika ya Kampuni, Prof. Samuel Seijaaka, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
  - kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bi. Sumayya Hassan, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
  - kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Dkt. Yasmin Jetha, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;

- kwa mujibu wa Kifungu cha 110 cha Taarifa ya Ushirika ya Kampuni, Bw. Wangethi Mwangi, anastaafu kwa zamu na kwa kuwa anastahiki, amejitosa ulingoni ili kuchaguliwa tena;
- Dkt. Wilfred Kiboro, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
- Prof. Lee Huebner, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
- Bw. Anwar Poonawala, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;
- Bw. Francis. O. Okello, kwa kufikisha umri wa miaka 70, anastaafu kwa zamu na amejitosa ulingoni ili kuchaguliwa tena;

- Kuteua wanachama wa Kamati ya Ukaguzi, Hatari na Utiifu ya Kampuni:

Kwa mujibu wa kifungu cha 769(1) cha Sheria ya Kampuni ya 2015, Wakurugenzi wafuatao kwa kuwa wanachama wa Kamati ya Bodi ya Ukaguzi, Hatari na Utiifu wachaguliwe tena ili kuendelea kuhudumu kama wanachama wa Kamati iliyotajwa:

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

### SHUGHULI MAALUM

- Shughuli nyingine yoyote ambayo taarifa yake halali imetolewa.

### Kwa Amri ya Bodi



Angela Namwakira  
Katibu wa Kampuni

7 Juni 2022

### VIDOKEZO:

- Kwa mujibu wa vipengee vya sehemu ya 3 ya Sheria ya Kampuni, 2015, kama ilivyofanywa marekebisho na Sheria ya Biashara (Marekebisho) (Nambari 2), 2021, Mkutano Mkuu wa Kila Mwaka wa Hamsini na Tisa (AGM) wa Shirika la NATION MEDIA GROUP PLC ("Kampuni hiyo") utafanywa mtandaoni siku ya Alhamisi, tarehe 30 Juni 2022 saa 9.00 jioni.
- Wenyejisa ambao wangependa kushiriki katika mkutano huu wanapaswa kujisajili kwa ajili ya AGM kwa kufanya yafuatayo:
  - Kubonyeza \*483\*809# kwa mitandao yote na kufuata maelekezo kuhusu mchakato wa kujisajili; au
  - Kutuma ombi la barua pepe litakalosajiliwa kwa NMAGAGM@image.co.ke; au
  - Wenyejisa walio na anwani za barua pepe watapokea kiungo cha usajili kupitia barua pepe ambacho wanaweza kutumia kujisajili.

Ili kukamilisha mchakato wa usajili, Wenyejisa watahitaji nambari zao za Kitambulisho/Pasipoti iliyotumika katika ununuzi wa hisa za na /au Nambari zao za Akaunti za CDSC iliyoko. Kwa usaidizi, wenyejisa (wawe nchini Kenya au nje ya Kenya) wanapaswa kupiga nambari ifuatayo ya usaidizi: +254 709 170 034 kuanzia 2:00 asubuhi hadi saa 11:00 jioni kuanzia Jumatatu hadi Ijumaa.

Mwenyejisa mwenye makao makuu nje ya Kenya anaweza kutuma barua pepe kwa Image Registrars kupitia [NMAGAGM@image.co.ke](mailto:NMAGAGM@image.co.ke).
- Shughuli ya kujisajili kwa AGM itaanza Alhamisi, Juni 9 2022 saa 3:00 asubuhi na itafungwa Jumatatu, Juni 27, 2022 saa 11:00 jioni.
- Kwa mujibu wa Sehemu ya 283 (2) (c) ya Sheria ya Kampuni, hati zifuatazo zinaweza kutazamwa kwenye wavuti wa Kampuni <https://www.nationmedia.com>
  - Nakala ya Taarifa hii na fomu ya mshirika;
  - Taarifa za kifedha zilizokaguliwa za Kampuni za mwaka uliokamilika tarehe 31 Desemba 2021;
  - Nakala ya Makala ya Ushirika ya Kampuni Yaliyofanywa Marekebisho.

Ripoti hizi pia zinaweza kufikiwa baada ya kuombwa kwa kupiga msimbo wa USSD ulio hapo juu na kuteua chaguo la "Ripoti".
- Wenyejisa ambao wangependa kuuliza maswali yoyote au ufafanuzi kuhusiana na AGM wanaweza kufanya hivyo kwa:
  - kutuma maswali yao yaliyoandikwa kwa barua pepe kwa [NMAGAGM@image.co.ke](mailto:NMAGAGM@image.co.ke)
  - Wenyejisa watakaokuwa wamejisajili kushiriki katika mkutano huo wataweza kuuliza maswali kupitia SMS kubonyeza msimbo wa USSD ulio hapo juu na kuteua chaguo la (Uliza Swali) kwenye vidokezo.
  - kadiri inavyowezekana, kuleta maswali yao yaliyoandikwa wao wenyewe mahalli halisi pa kutuma au anwani ya barua pepe kwa ofisi Image Registrars Limited katika ghorofa ya 5, Jumba la Absa (lililokuwa Jumba la Barclays), Barabara ya Loita; Nairobi, au
  - kutuma maswali yaliyoandikwa mahali halisi pa kutuma au anwani ya barua pepe kwa posta iliyosajiliwa kwenye anwani ya Kampuni kupitia S.L.P 58485 - 00200 Nairobi.

Ni sharti wenyejisa watoe maelezo yao ya kina (majina kamili, Nambari ya Kitambulisho/Pasipoti/ Nambari ya Akaunti ya CDSC) wanapowasilisha maswali na ufafanuzi wao.

- Maswali na ufafanuzi wote lazima ufike kwenye Kampuni mnamo Jumanne, Juni 28, 2022 saa 5:00 asubuhi. Baada ya kupokea kwa maswali na ufafanuzi, Wakurugenzi wa Kampuni watatoa majibu yaliyoandikwa ya maswali yaliyopokea kwenye anwani ya mahali halisi ya kutuma au anwani ya barua pepe iliyotolewa na Wenyejisa muda usiozidi saa 12 kabla ya kuanza kwa Mkutano Mkuu. Orodha kamili ya maswali yaliyopokea na majibu yaliyofuata baadaye yatachapishwa kwenye wavuti wa Kampuni muda usiozidi saa 12 kabla ya kuanza kwa Mkutano Mkuu.
- Kwa mujibu wa Sehemu ya 298(1) ya Sheria ya Kampuni, Wenyejisa Walio na haki ya kuhudhuria na kupiga kura katika AGM wana haki ya kuteua mshirika kupiga kura kwa niaba yao. Si lazima mshirika kama awe mwanachama wa Kampuni. Fomu ya mshirika imeambathishwa kwenye Taarifa hii na inapatikana kwenye wavuti wa Kampuni kupitia kiungo hiki: <https://www.nationmedia.com> Nakala halisi za fomu ya mshirika pia zinapatikana mahali yafuatayo: Ofisi za Image Registrars Limited, ghorofa ya 5 Jumba la Absa (lililokuwa Jumba la Barclays), Barabara ya Loita. Fomu ya mshirika lazima itiwie sahihi na mteuzi au wakili wake ambaye amehalalishwa kupitia maandishi. Ikiwa mteuzi ni shirika, chombo kinachoteua mshirika kitatolewa chini ya mkono wa afisa au wakili aliyehalalishwa wa shirika kama hilo. Fomu iliyojazwa ya mshirika inapaswa kutumwa kwa barua pepe NMGPAGM@image.co.ke au kuwasilishwa kwa Image Registrars Limited, ghorofa ya 5 Jumba la Absa (lililokuwa Jumba la Barclays), Barabara ya Loita, S.L.P 9287 - 00100 GPO, Nairobi, ili isifike baada ya makataa ya Jumanne, tarehe 28 Juni 2022 saa 9.00 jioni. Mtu yeyote ambaye ametuliwa kuwa mshirika anapaswa kuwasilisha nambari yake ya simu ya mkononi kwa Kampuni kufikia Jumatano tarehe 29 Juni 2022 saa 4.00 asubuhi. Mawasiliano kuhusu usajili wowote wa mshirika utakaokataliwa yatatolewa kwa Wenyejisa wanaohusika mwisho tarehe 29 Juni 2022 ili kuruhusu muda wa kutatua masuala.
- Mkutano wa AGM utafanywa mubashara yaani moja kwa moja kupitia kiungo ambacho kitatolewa kwa Wenyejisa wote ambao wamejisajili kushiriki katika Mkutano Mkuu. Wenyejisa halali waliosajiliwa na washirika watapokea ujumbe mfupi (SMS)/USSD kwenye nambari zao za simu zilizosajiliwa, saa 24 kabla ya mkutano wa AGM kuanza hii ikiwa ni kikumbusho kuhusu AGM. Ujumbe wa pili wa SMS/USSD utatumwa saa moja kabla ya AGM, ukivakumbusha Wenyejisa na washirika halali waliosajiliwa kwamba AGM itaanza baada ya saa moja na kutoa kiungo cha kutiririsha moja kwa moja.
- Wenyejisa na washirika halali waliosajiliwa wanaweza kufuatilia vikao ya mkutano wa AGM kwa kutumia jukwaa la mawasiliano mubashara ya moja kwa moja na wanaweza kufikia ajenda. Wenyejisa na washirika waliosajiliwa wanaweza kupiga kura (Mwenyekiti akiwomba kufanya hivyo) kupitia ujumbe wa USSD.
- Kura ya maoni itapigwa kwa hoja zote zitakazowasilishwa katika Mkutano Mkuu.
- Matokeo ya AGM yatachapishwa kwenye wavuti wa Kampuni ndani ya saa 24 baada ya kutamatika kwa Mkutano Mkuu wa Kila Mwaka.