

# NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Fifth Annual General Meeting of the Shareholders of Nation Media Group PLC will be held in the Amphitheatre at the Kenyatta International Convention Centre, Nairobi on Friday 29 June 2018 at 2.00 p.m. for the following purposes:

## ORDINARY BUSINESS

1. To receive the financial statements for the year ended 31 December 2017, and the chairman's, directors' and auditors' reports thereon.
2. To confirm the payment of the interim dividend of Shs. 2.50 per share (100%) and to approve the payment of the final dividend of Shs.7.50 per share (300%) on the ordinary share capital in respect of the year ended 31 December 2017.
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.
4. To elect and re-elect the following directors:
  - (a) In accordance with Article 96 of the Company's Articles of Association, Mr. W. Mwangi and Mr. L. Otieno, are directors appointed on 5th July 2017, while Mr S. Dunbar-Johnson was appointed a director on 13th April 2018, who retire and being eligible offer themselves for election.
  - (b) In accordance with Article 110 of the Company's Articles of Association, Dr. Y. Jetha, Mr. J. Montgomery and Mr. L. Mususa retire by rotation and being eligible, offer themselves for re-election.
  - (c) 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. Dennis Aluanga
    - (ii) Mr. Anwar Poonawala
    - (iii) Dr. Simon Kagugube
    - (iv) Mr. Leonard Mususa

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Special Resolutions.

5. "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."
6. "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 notwithstanding that fact, be re-elected as a director of the Company for a period of one year."
7. "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."

### By order of the Board

**J. C. Kinyua**  
**Secretary**  
**13 April 2018**

\* **Note:** A member entitled to attend and vote may appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the company. To be valid, proxy forms must be deposited at the company's registered office not less than 48 hours before the appointed time of the meeting.

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<http://download.nation.news/2017AnnualReport.pdf>



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